Rana Louis L Form 4 August 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Stock

Form 5

obligations

may continue.

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rana Louis L Issuer Symbol CONSOLIDATED EDISON INC (Check all applicable) [ED] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) CONSOLIDATED EDISON 07/31/2009 President & COO (CECONY) COMPANY OF NY, INC., 4 **IRVING PLACE**; ROOM 1618-S (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10003 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 7. Nature of Amount of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 70.35 \$ 07/31/2009 08/05/2009 P 12,805.45 D 37.51 Stock (1)Tax Reduction Common Act Stock 1,249,95 I Stock Ownership Plan (TRASOP) Common By THRIFT

716.93

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Plan

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 4 | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------------|------|--------------|-------------------------------------|-------------|---------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ation Date | | ınt of | Derivative | |
| Security | or Exercise | | any | Code | (| of | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 | 8) 1 | Derivative | e | | Secur | ities | (Instr. 5) |
| | Derivative | | | | | Securities | | | (Instr. | . 3 and 4) | |
| | Security | | | | 1 | Acquired | | | | | |
| | · | | | | (| (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | ., | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | Date Expiration Exercisable Date | Expiration | | or | |
| | | | | | | | | • | Title | Number | |
| | | | | | | | | Date | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rana Louis L CONSOLIDATED EDISON COMPANY OF NY, INC. 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003

President & COO (CECONY)

Signatures

Peter J. Barrett; Attorney-in-Fact 08/06/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Purchase of shares of common stock of Consolidated Edison, Inc. (the "Company") under the Company's Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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