#### MCGRATH EUGENE R

Form 4 May 19, 2010

# FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

> January 31, 2005

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subject to **SECURITIES** Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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 MCGRATH EUGENE R Issuer Symbol CONSOLIDATED EDISON INC (Check all applicable) [ED] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner \_\_ Other (specify Officer (give title

CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING

(Street)

PLACE; ROOM 1618-S

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

05/18/2010

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10003

| (City)                               | (State) (                            | (Zip) Table   | e I - Non-D                            | erivative S   | Secur          | ities Ac   | equired, Disposed  | of, or Benefic   | ially Owned  |
|--------------------------------------|--------------------------------------|---|--|---|----------------|------------|--|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securit<br>nAcquired<br>Disposed<br>(Instr. 3, 4 | (A) o<br>of (D | )          | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)  |
| Common<br>Stock                      | 05/18/2010                           |   | A                                      | 1,500<br>(1)  | A              | <u>(1)</u> | 173,342.72<br>(2)  | D  |  |
| Common<br>Stock                      |                                      |   |  |   |                |            | 9,846.55   | I  | Tax<br>Reduction<br>Act Stock<br>Ownership<br>(TRASOP) |
| Common<br>Stock                      |                                      |   |  |   |                |            | 7,530  | I  | By Spouse  |

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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.                | 5.         | 6. Date Exerc       | cisable and     | 7. Titl | e and                  | 8. Price of | 9 |
|-------------|--------------|---------------------|--------------------|-------------------|------------|---------------------|-----------------|---------|------------------------|-------------|---|
| Derivativ   | e Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration Date An  |                 | Amou    | nt of                  | Derivative  | J |
| Security    | or Exercise  |                     | any                | Code              | of         | (Month/Day/         | Year)           | Under   | lying                  | Security    | , |
| (Instr. 3)  | Price of     |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e                   |                 | Secur   | ities                  | (Instr. 5)  | ] |
|             | Derivative   |                     |                    |                   | Securities |                     | (               |         | 3 and 4)               |             | ( |
|             | Security     |                     |                    |                   | Acquired   | Acquired            |                 |         |                        |             | J |
|             |              |                     |                    |                   | (A) or     |                     |                 |         |                        |             | J |
|             |              |                     |                    |                   | Disposed   |                     |                 |         |                        |             | - |
|             |              |                     |                    |                   | of (D)     |                     |                 |         |                        |             | ( |
|             |              |                     |                    |                   | (Instr. 3, |                     |                 |         |                        |             |   |
|             |              |                     |                    |                   | 4, and 5)  |                     |                 |         |                        |             |   |
|             |              |                     |                    |                   |            |                     |                 |         | Amount                 |             |   |
|             |              |                     |                    |                   |            |                     |                 |         | or                     |             |   |
|             |              |                     |                    |                   |            | Date<br>Exercisable | Expiration Date | Title   |                        |             |   |
|             |              |                     |                    |                   |            |                     |                 |         |                        |             |   |
|             |              |                     |                    | Code V            | (A) (D)    |                     |                 |         |                        |             |   |
|             |              |                     |                    | Code V            | (A) (D)    |                     | *               | Title   | Number<br>of<br>Shares |             |   |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCGRATH EUGENE R CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003

X

## **Signatures**

Peter J. Barrett; Attorney-in-Fact 05/19/2010

\*\*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) Deferred Stock Units (DSU) granted pursuant to the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan (the "Plan"). Each DSU represents one share of the Company's common stock.
- (2) Includes 114.62 and 121.28 DSUs acquired on December 15, 2009 and March 15, 2010 pursuant to the Plan's dividend reinvestment provision.

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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