Hennessy John F. III Form 4 May 24, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or HANGEGIN DENERGIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

obligations may continue.

See Instruction

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 sponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Hennessy John F. III

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CONSOLIDATED EDISON INC

(Check all applicable)

[ED]

(Last) (First)

3. Date of Earliest Transaction

(Month/Day/Year)

05/22/2012

__X__ Director ____ Officer (give title

_____ 10% Owner _____ Other (specify

CONSOLIDATED EDISON, INC., 4 IRVING PLACE, ROOM

1618-S

4. If Amendment, Date Original

3.

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$

Applicable Line)

Filed(Month/Day/Year)

(Middle)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

NEW YORK, NY 10003

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Form: Di Beneficially (D) or Owned Indirect (Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

4. Securities

Transaction(s)
(Instr. 3 and 4)

Common Stock

05/22/2012

Code V Amount (D) Price
A 1,785 A (1)

7,875.32 (2) D

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	e Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namelana		
									Number		
				C-J- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Hennessy John F. III CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003

X

Signatures

Carole Sobin; 05/24/2012 Attorney-in-Fact

**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).
- 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.
- Includes 67.08, 62.65, 60.89 and 62.25 DSUs acquired on June 15, 2011, September 15, 2011, December 15, 2011 and March 15, 2012 **(2)** 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.

Reporting Owners 2