

CONSOLIDATED EDISON INC
 Form 4
 February 17, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McAvoy John

2. Issuer Name and Ticker or Trading Symbol
 CONSOLIDATED EDISON INC [ED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

CONSOLIDATED EDISON, INC.
 C/O SECRETARY, 4 IRVING PLACE, SUITE 1450-S

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10003

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2017		P ⁽¹⁾	V 28 A \$ 73.29	14,955.57	D	
Common Stock	02/15/2017		M	101,947 A 72	116,902.57	D	
Common Stock					2,205.76	I	

By Tax Reduction Act Stock Ownership Plan (TRASOP)

Common Stock 1,188.95 I By THRIFT PLAN

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units (Phantom Stock)	(3)	02/15/2017		A	78,300	(4)	(4)			Common Stock
Performance Units (Phantom Stock)	(3)	02/15/2017		M	101,947	02/15/2017	02/15/2017			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAvoy John CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, SUITE 1450-S NEW YORK, NY 10003	X		Chairman, President & CEO	

Signatures

Vanessa M. Franklin;
Attorney-in-Fact 02/17/2017

**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)

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The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2016.

- (2) Not applicable.
- (3) Each Performance Unit is the economic equivalent of one share of Consolidated Edison, Inc. (the "Company") common stock.
- (4) Performance Units granted under the Company's Long Term Incentive Plan ("LTIP"), will vest in 2020 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- (5) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, as specified under the LTIP.
- (6) The number of shares (or cash equivalents) were adjusted based on certain performance criteria, including criteria other than the market price, as specified under the LTIP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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