CONSOLIDATED EDISON INC

Form 4

January 23, 2006

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * RASMUSSEN EDWARD J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

CONSOLIDATED EDISON INC

(Check all applicable)

VP, Controller & CAO

[ED]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

01/19/2006

Director X_ Officer (give title

10% Owner Other (specify

CONSOLIDATED EDISON, INC.

C/O SECRETARY, 4 IRVING

PLACE; ROOM 1618-S

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

Filed(Month/Day/Year)

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

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code

Securities Beneficially Owned Following

5. Amount of

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

(A)

(1)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Price

Common Stock

1.Title of

Security

(Instr. 3)

01/19/2006

Code V Amount (D) M 467.5

7,542.5

D

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

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)

Edgar Filing: CONSOLIDATED EDISON INC - Form 4

| 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Sec (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--------|--|---------------------|---|-----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title On N |
| Performance Based Restriced Stock Units | (2) | 01/19/2006 | | A | 1,400 | | <u>(3)</u> | (3) | Common Stock |
| Performance Based Restriced Stock Units | (2) | 01/19/2006 | | M | | 467.5 | 01/19/2006 | 01/19/2006 | Common Stock |
| Stock Option (Right to Buy) | \$ 46.88 | 01/19/2006 | | A | 11,000 | | 01/19/2009 | 01/19/2016 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RASMUSSEN EDWARD J CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003

VP, Controller & CAO

Signatures

Peter J. Barrett; 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).
- (1) Not Applicable.
- (2) PBRS (phantom stock) are converted into common stock on a 1 for 1 basis.
- Performance Based Restricted Stock Units ("PBRS") granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2009 when they are determined and awarded by the Management Development and Compensation Committee of the Board of Directors of Consolidated Edison, Inc.
- (4) The number of shares (or cash equivalents) will change based on certain performance criteria, including criteria other than the market price, specified under the Consolidated Edison, Inc. Long Term Incentive Plan.

(5)

Reporting Owners 2

Edgar Filing: CONSOLIDATED EDISON INC - Form 4

The number of shares (or cash equivalents) changed based on certain performance criteria, including criteria other than the market price, specified under the Consolidated Edison, Inc. Long Term Incentive 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.