### CONSOLIDATED EDISON INC

Form 4

January 04, 2008

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

obligations may continue. See Instruction 1(b).

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)

Form 5

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

2. Issuer Name and Ticker or Trading Symbol

CONSOLIDATED EDISON INC

[ED]

(Last) (First) (Middle)

> (Month/Day/Year) 01/02/2008

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

PLACE; ROOM 1618-S

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X\_ Officer (give title

Issuer

below)

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

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Controller & CAO

10% Owner Other (specify

NEW YORK, NY 10003

(City)

Common

Stock

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

(Zip)

3. Code (Instr. 8)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

Amount

(A)

or

(D)

Price

Securities Beneficially Owned Following Reported

5. Amount of

Ownership Form: Direct (D) or Indirect (I)

D

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4) Transaction(s)

(Instr. 3 and 4)

8.024.01

01/02/2008 699.71 8,723,72 D M Α (1)

Code V

Common  $D^{(2)}$ 01/02/2008 699.71 D Stock

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

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**SEC 1474** (9-02)

1

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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. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
EIP Stock (Phantom Stock)	(3)	01/02/2008		M		699.71 (4)	01/02/2008	01/02/2008	Common Stock	699.71 (4)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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; 01/04/2008 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) Equivalent stock units (phantom stock) cash-out pursuant to the terms of the Consolidated Edison Company of New York, Inc. Executive Incentive Plan (the "Plan").
- (3) Equivalent stock units are converted into common stock of Consolidated Edison, Inc. on a 1- for -1 basis.
- (4) Includes stock units acquired pursuant to the dividend reinvestment provisions of the 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.

Reporting Owners 2