MCGRATH EUGENE R

Form 4 May 19, 2011

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

subject to Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

SECURITIES

burden hours per response...

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGRATH EUGENE R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CONSOLIDATED EDISON INC

(Check all applicable)

[ED]

(Last)

(City)

Security

(Instr. 3)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/17/2011

_X__ Director Officer (give title

10% Owner Other (specify

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

(Street)

(State)

(First)

PLACE; ROOM 1618-S

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

below)

NEW YORK, NY 10003

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 7. Nature of Securities Indirect Ownership Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4)

I

(Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 175,567.68 1,687 05/17/2011 D Α (1) Stock (1)(2)

Tax

Reduction Common 10,023.13 Ι Act Stock Stock Ownership (TRASOP)

Common Stock

7,530

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	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Amou		int of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year) (In		Derivative			Securities		(Instr. 5)]
	Derivative				Securities Acquired				3 and 4)		(
	Security]
			(A) or							J	
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
					. (A) (D)	Date Exercisable	Expiration Date	Title	or		
									Number		
				G 1 17					of		
				Code V	(A) (D)				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

Carole Sobin; Attorney-in-Fact 05/19/2011

**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 Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan (the "Plan"). Each DSU represents one share of the Company's Common Stock.
- (2) Includes 132.03, 129.88, and 131.54 DSUs acquired on September 15, 2010, December 15, 2010 and March 15, 2011 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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