

CONSOLIDATED EDISON INC
Form 4
July 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
MCMAHON JOHN D

(Last) (First) (Middle)

CONSOLIDATED EDISON, INC.
C/O SECRETARY, 4 IRVING
PLACE; ROOM 1618-S

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	06/30/2006	07/06/2006	P	(A) Code V Amount (D) Price 0.2894 (1) A \$ 44.0211	55,208.4968	D	
Common Stock					1,771.52 (2)	I	By Tax Reduction Act Stock Ownership Plan (TRASOP)
Common Stock					483.499 (3)	I	By THRIFT

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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Nature of Derivative Security.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Entry for MCMAHON JOHN D, CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING PLACE; ROOM 1618-S, NEW YORK, NY 10003, with relationship of President & CEO, O&R.

Signatures

Peter J. Barrett; Attorney-in-Fact, 07/10/2006

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) Includes shares of common stock of Consolidated Edison, Inc. (the "Company") acquired pursuant to the dividend reinvestment provision of the Company's Stock Purchase Plan.
Includes 22,798 shares of the Company's common stock acquired pursuant to the dividend reinvestment provision of the Company's Tax Reduction Act Stock Ownership Plan ("TRASOP") since the date of the reporting person's last Form 4. Information in this report is based on a plan statement as of 06/30/06.
(2) Reduction Act Stock Ownership Plan ("TRASOP") since the date of the reporting person's last Form 4. Information in this report is based on a plan statement as of 06/30/06.

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- (3) Includes 6,218 shares of the Company's common stock acquired pursuant to the dividend reinvestment provision of the Company's Thrift Plan since the date of the reporting person's last Form 4. Information in this report is based on a plan statement as of 06/30/06.

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.