

O'Brien James P
Form 3
May 09, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â O'Brien James P

(Last) (First) (Middle)

CONSOLIDATED EDISON,
INC.,Â 4 IRVING PLACE,
ROOM 1618-S

(Street)

NEW YORK,Â NYÂ 10009

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/01/2008

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Vice President & Treasurer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

423.97

D

Â

Common Stock

107.81

I

By Tax Reduction Act Stock
Ownership Plan (TRASOP)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Executive Incentive Plan Stock	01/02/2009	01/02/2009	Common Stock	624.4	\$ <u>(1)</u>	D	Â
Executive Incentive Plan Stock	01/02/2010	01/02/2010	Common Stock	585.62	\$ <u>(1)</u>	D	Â
Employee Stock Option (Right to Buy)	01/20/2008	01/20/2015	Common Stock	8,000	\$ 43.72	D	Â
Employee Stock Option (Right to Buy)	01/19/2009	01/19/2016	Common Stock	8,000	\$ 46.88	D	Â
Performance Restricted Stock Units <u>(2)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,000 <u>(4)</u>	\$ <u>(5)</u>	D	Â
Performance Restricted Stock Units <u>(2)</u>	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	2,200 <u>(4)</u>	\$ <u>(5)</u>	D	Â
Performance Restricted Stock Units <u>(2)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	3,500 <u>(4)</u>	\$ <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien James P CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10009	Â	Â	Â Vice President & Treasurer	Â

Signatures

Peter J. Barrett;
Attorney-in-Fact

05/09/2008

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Equivalent Stock units (phantom stock) are converted into common stock on a 1-for-1 basis.
- (2) Performance Restricted Stock Units ("PRSUs") granted under the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan (the "Plan"). PRSUs are converted into common stock on a 1 for 1 basis.
- (3) The PRSUs will vest in 2009 when the number of PRSUs to be paid out are determined by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.

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- (4) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, specified under the Company's Plan.
- (5) Not Applicable
- (6) The PRSUs will vest in 2010 when the number of PRSUs to be paid out are determined by the Committee.
- (7) The PRSUs will vest in 2011 when the number of PRSUs to be paid out are determined by the Committee.

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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