

William Longhi G
 Form 3
 February 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

W Longhi G
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/01/2009

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

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 | 1,649 | D | |
| Common Stock | 2,192.22 | I | Tax Reduction Act Stock Ownership Plan (TRASOP) |
| Common Stock | 70 | I | By Spouse |

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

SEC 1473 (7-02)

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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 | | | |
| Employee Stock Option (Right to Buy) | 04/18/2005 | 04/18/2012 | Common Stock | 10,000 | \$ 42.51 | D | Â |
| Employee Stock Option (Right to Buy) | 01/15/2007 | 01/15/2014 | Common Stock | 8,000 | \$ 43.06 | 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 | 10,000 | \$ 46.88 | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 3,500 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 7,300 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 8,900 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| William Longhi G CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003 | Â | Â | Â President & CEO, O&R | Â |

Signatures

Peter J. Barrett;
Attorney-in-Fact

02/10/2009

 **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) Each Performance Restricted Stock Unit ("PRSU"), granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"), is the economic equivalent of one share of Company common stock.

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- (2) PRSUs will vest in 2010 when they are determined and awarded by the Management Development and Compensation Committee (the "MD&C Committee") of the Company's Board of Directors.
- (3) PRSUs will vest in 2011 when they are determined and awarded by the MD&C Committee of the Company's Board of Directors.
- (4) PRSUs will vest in 2012 when they are determined and awarded by the MD&C Committee of the Company's Board of Directors.
- (5) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, as specified under the Company LTIP.
- (6) Not applicable.

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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