

OATES JOSEPH P
 Form 3
 September 07, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â OATES JOSEPH P | | (Month/Day/Year) | CONSOLIDATED EDISON INC [ED] | |
| (Last) | (First) | (Middle) | 09/01/2012 | |
| CONSOLIDATED EDISON, INC. C/O SECRETARY, Â 4 IRVING PLACE, ROOM 1618-S | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10003 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, Business | Shared Services |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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 | 14,465.01 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of 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)

| 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 | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 3,800 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 3,700 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 3,000 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OATES JOSEPH P CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003 | Â | Â | Â SVP, Business Shared Services | Â |

Signatures

Carole Sobin;
Attorney-in-Fact

09/07/2012

⁽¹⁾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.
- (2) PRSUs will vest in 2013 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 2014 when they are determined and awarded by the MD&C Committee of the Company's Board of Directors.
- (4) PRSUs will vest in 2015 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. 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.