

William Longhi G
 Form 4
 November 09, 2011

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 *
 William Longhi G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2011

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

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

(Street)

4. 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

NEW YORK, NY 10003

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/07/2011		M		8,000	A	\$ 43.06	20,294.3	D	
Common Stock	11/07/2011		S		8,000	D	\$ 58.58 <u>(1)</u>	12,294.3	D	
Common Stock	11/08/2011		M		8,000	A	\$ 43.72	20,294.3	D	
Common Stock	11/08/2011		S		8,000	D	\$ 59.1 <u>(2)</u>	12,541.45 <u>(3)</u>	D	

Common Stock	2,487.44	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.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.06	11/07/2011		M	8,000	01/15/2007 01/15/2014	Common Stock 8,000
Employee Stock Option (Right to Buy)	\$ 43.72	11/08/2011		M	8,000	01/20/2008 01/20/2015	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
William Longhi G CONSOLIDATED EDISON, INC. C/O SECRETARY	Director 10% Owner Officer President & CEO, O&R

4 IRVING PLACE; ROOM 1618-S
NEW YORK, NY 10003

Signatures

Carole Sobin;
Attorney-in-Fact

11/09/2011

**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).

Represents the weighted average sale price of the shares of Consolidated Edison, Inc. (the "Company") common stock sold by Mr. Longhi. The shares were sold in multiple transactions at prices ranging from \$58.57 to \$58.59, inclusive. The reporting person will

(1) provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the numbers of shares purchased at each separate price within the ranges set forth in this footnote (1) of this Form 4.

Represents the weighted average sale price of the shares of the Company common stock sold by Mr. Longhi. The shares were sold in multiple transactions at prices ranging from \$59.09 to \$59.12, inclusive. The reporting person will provide the Company, any security

(2) holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the numbers of shares purchased at each separate price within the ranges set forth in this footnote (2) of this Form 4.

(3) Includes 86.12, 83.27, and 77.76 Deferred Stock Units acquired on March 15, 2011, June 15, 2011, and September 15, 2011, respectively, pursuant to the Company Long Term Incentive 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.

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