

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RASMUSSEN EDWARD J</u>  (Last) (First) (Middle) <u>CONSOLIDATED EDISON, INC. C/O SECRETARY</u> <u>4 IRVING PLACE; ROOM 1618-S</u>  (Street) <u>NEW YORK NY 10003</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONSOLIDATED EDISON INC [ ED ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller &amp; CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2005		M		375	D	(3)	375	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
EIP Stock <sup>(1)</sup>	(2)	01/24/2005		A		493.321		01/24/2010	01/25/2010	Common Stock	493.321	(3)	493.321	D	
EIP Stock	(2)							01/18/2006	01/19/2006	Common Stock	21.071 <sup>(4)</sup>		405.544	D	
EIP Stock	(2)							01/01/2007	01/02/2007	Common Stock	32.347 <sup>(4)</sup>		622.554	D	
EIP Stock	(2)							01/01/2008	01/02/2008	Common Stock	31.368 <sup>(4)</sup>		603.726	D	
EIP Stock	(2)							01/01/2009	01/02/2009	Common Stock	27.597 <sup>(4)</sup>		531.129	D	
Performance Based Restricted Stock Units <sup>(5)</sup>	(6)	01/24/2005		A	V	1,000		01/24/2008	01/25/2008	Common Stock	1,000	(3)	1,000 <sup>(7)</sup>	D	
Performance Based Restricted Stock Units	(6)	01/24/2005		M		375 <sup>(8)</sup>		01/24/2005	01/25/2005	Common Stock	375	(3)	0	D	
Stock Option (Right to Buy)	\$43.72	01/24/2005		A		8,000		01/24/2008	01/24/2015	Common Stock	8,000	\$43.72	8,000	D	

**Explanation of Responses:**

- Represents one-third of award under Consolidated Edison Company of New York, Inc.'s Executive Incentive Plan, which was deferred for five years as equivalent stock units.
- Equivalent stock units (phantom stock) are converted into common stock on a 1-for-1 basis.
- Not applicable.
- Equivalent stock units acquired, through the dividend reinvestment feature of the Executive Incentive Plan, on various dates between January 1 through December 31, 2004 at prices ranging from \$38.9950 to \$44.4400.
- Performance Based Restricted Stock Units ("PBRS") granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2008.
- PBRS (phantom stock) are converted into common stock on a 1 for 1 basis.
- The number of shares (or cash equivalents) will change based on the achievement of certain performance criteria specified under the Consolidated Edison, Inc. Long Term Incentive Plan.
- The number of shares (or cash equivalents) changed based on the achievement of certain performance criteria specified under the Consolidated Edison, Inc. Long Term Incentive Plan.

**Remarks:**

Peter J. Barrett; Attorney-in-Fact 01/26/2005

\*\* Signature of Reporting Person Date

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

\* 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).

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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