SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*
 OATES JOSEPH P

 (Last) (First) (Middle)
 CONSOLIDATED EDISON COMPANY OF NY, INC.
 4 IRVING PLACE, ROOM 1618-S

 (Street)
 NEW YORK   **NY**   **10003**

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 CONSOLIDATED EDISON INC [ED]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2014

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

    Director   10% Owner
 X   Officer (give title below)   Other (specify below)

 SVP, Business Shared Services

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X   Form filed by One Reporting Person
    Form filed by More than One Reporting Person |

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								20,775.7[(1)]	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	Amount or Number of Shares				
Performance Restricted Stock Units (Phantom Stock)	[(2)]	03/20/2014		A		6,600		[(3)]	[(3)]	Common Stock	6,600[(4)]	[(5)]	6,600[(4)]	D	

Explanation of Responses:

1. Total includes 223.32 Deferred Stock Units ("DSUs") acquired on March 15, 2014 pursuant to the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan's ("LTIP") dividend reinvestment provision. Each DSU represents one share of the Company's common stock.

2. Each Performance Restricted Stock Unit ("PRSU") is the economic equivalent of one share of Company common stock.

3. PRSU's granted under the Company's LTIP, will vest in 2017 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.

4. 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's LTIP.

5. Not Applicable.

Remarks:

Carole Sobin; Attorney-in-Fact   03/24/2014

** Signature of Reporting Person   Date