

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>MCTIERNAN CHARLES E JR</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 _____ Officer (give title below) _____ Other (specify below) _____ X _____ <u>General Counsel</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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		750	A	(3)	846.7147	D	
Common Stock	01/24/2005		J ⁽⁸⁾		750	D	\$43.72	96.7147	D	
Common Stock								13.184	I	TRASOP

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				
EIP Stock ⁽¹⁾	(2)	01/24/2005		A		948.695		01/24/2010	01/25/2010	Common Stock	948.695	(3)	948.695	D	
Performance Based Restricted Stock Units ⁽⁴⁾	(5)	01/24/2005		A	V	2,000		01/24/2008	01/25/2008	Common Stock	2,000	(3)	2,000 ⁽⁶⁾	D	
Performance Based Restricted Stock Units	(5)	01/24/2005		M		750 ⁽⁷⁾		01/24/2005	01/25/2005	Common Stock	750	(3)	0	D	
Stock Option (Right to Buy)	\$43.72	01/24/2005		A		16,000		01/24/2008	01/24/2015	Common Stock	16,000	\$43.72	16,000	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 are converted into common stock on a 1- for -1 basis.
- Not Applicable
- 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 certain performance criteria, including criteria other than the market price, specified under the Consolidated Edison, Inc. Long Term Incentive Plan.
- The amount of shares changed based on certain performance criteria, other than market price, under the Consolidated Edison, Inc. Long Term Incentive Plan.
- PBRS units were converted into cash.

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.

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 Number.