

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Cawley Timothy</u> (Last) (First) (Middle) CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S (Street) NEW YORK NY 10003 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2013 | 3. Issuer Name and Ticker or Trading Symbol <u>CONSOLIDATED EDISON INC [ED]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO, O&R | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | 443.63 | D | |
| Common Stock | 140.63 | I | By THRIFT PLAN |

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 Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | (2) | (2) | Common Stock | 3,300 ⁽³⁾ | (4) | D | |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | (5) | (5) | Common Stock | 2,800 ⁽³⁾ | (4) | D | |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | (6) | (6) | Common Stock | 6,900 ⁽³⁾ | (4) | D | |

Explanation of Responses:

1. Performance Restricted Stock Unit ("PRSU") granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"). Each PRSU is the economic equivalent of one share of Company common stock.
2. The PRSUs, granted in 2011, will vest in 2014 when they are determined and awarded by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.
3. 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 LTIP.
4. Not Applicable.
5. The PRSUs, granted in 2012, will vest in 2015 when they are determined and awarded by the Committee of the Company's Board of Directors.
6. The PRSUs, granted in 2013, will vest in 2016 when they are determined and awarded by the Committee of the Company's Board of Directors.

Remarks:

Vanessa Franklin, Attorney in Law 12/04/2013

** 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 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).

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.

Power of Attorney

The undersigned hereby constitutes and appoints each of Elizabeth D. Moore, Carole Sobin, Peter J. Barrett, Marisa Joss, and Vanessa M. Franklin, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Consolidated Edison, Inc. or its subsidiaries (the "Company"), Forms ID, 3, 4 and 5 (collectively, the "Forms") in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms, execute any amendment or amendments thereto, and timely file such Forms with complete and the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of

the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. The undersigned hereby revokes all previously executed powers of attorney relating to the Forms.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5TH day of November, 2013.

/s/ Timothy P. Cawley

Timothy P. Cawley

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