

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

**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

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

1. Name and Address of Reporting Person* <u>Nachmias Stuart</u>  (Last) (First) (Middle) CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 16-205  (Street) NEW YORK NY 10003  (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) President & CEO CET
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2023		M		5,288	A	(1)	6,657.768	D	
Common Stock	02/15/2023		D		3,437	D	\$91.1 <sup>(1)</sup>	3,220.768	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 Units	(1)	02/15/2023		M			5,288	(1)	(1)	Common Stock	5,288	(1)	0	D		
Performance Units	(2)	02/15/2023		A			3,100	(2)	(2)	Common Stock	3,100	(2)	3,100	D		
Time-Based Restricted Stock Units	(3)	02/15/2023		A			1,300		12/31/2025	12/31/2025	Common Stock	1,300	(3)	1,300	D	

**Explanation of Responses:**

- Represents Performance Units granted in 2020 under the Long Term Incentive Plan of the Company (the "LTIP") that vested for which the reporting person elected to receive a portion of the value in cash and defer a portion in shares until a later date. The number of shares has been adjusted from the original reporting based upon the achievement of the performance criteria. Each Performance Unit is the economic equivalent of one share of Company common stock.
- Represents a grant of Performance Units granted under the LTIP scheduled to vest in 2026 upon the determination of the performance criteria by the Management, Development and Compensation Committee of the Board of Directors of the Company. Each Performance Unit is the economic equivalent of one share of Company common stock. The number of shares (or cash equivalents) ultimately received will be adjusted and determined based upon the achievement of the performance criteria.
- Represents a grant of time-based restricted stock units granted under the LTIP scheduled to vest in full on December 31, 2025. Each time-based restricted stock unit is a contingent right to receive one share of Company common stock.

**Remarks:**

William J. Kelleher, Attorney-in-Fact 02/17/2023

\*\* 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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