

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>OATES JOSEPH P</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) 09/01/2012	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) SVP, Business Shared Services	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	14,465.01	D	

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				
Performance Restricted Stock Units (Phantom Stock) <sup>(1)</sup>	(2)	(2)	Common Stock 3,800 <sup>(5)</sup>	(6)	D	
Performance Restricted Stock Units (Phantom Stock) <sup>(1)</sup>	(3)	(3)	Common Stock 3,700 <sup>(5)</sup>	(6)	D	
Performance Restricted Stock Units (Phantom Stock) <sup>(1)</sup>	(4)	(4)	Common Stock 3,000 <sup>(5)</sup>	(6)	D	

Explanation of Responses:

- Each Performance Restricted Stock Unit ("PRSU"), granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"), is the economic equivalent of one share of Company common stock.
- PRSUs will vest in 2013 when they are determined and awarded by the Management Development and Compensation Committee (the "MD&C Committee") of the Company's Board of Directors.
- PRSUs will vest in 2014 when they are determined and awarded by the MD&C Committee of the Company's Board of Directors.
- PRSUs will vest in 2015 when they are determined and awarded by the MD&C Committee of the Company's Board of Directors.
- 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 LTIP.
- Not applicable.

Remarks:

Carole Sobin; Attorney-in-Fact

09/07/2012

\*\* 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.

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 th

(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

(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, complete and ex

(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 i

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, neces

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 hold:

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16 day of August, 2012.

/s/ Joseph P. Oates

Joseph P. Oates

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