#### CONSOLIDATED EDISON INC

Form 3

September 12, 2005

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement CONSOLIDATED EDISON INC [ED] Rana Louis L (Month/Day/Year) 09/01/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **4 IRVING PLACE** (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person NEW YORK, NYÂ 10003 (give title below) (specify below) Form filed by More than One President (CECONY) Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 577.22 Common Stock 1.016 I **TRASOP** Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
EIP Stock	01/18/2006	01/19/2006	Common Stock	832.24	\$ <u>(1)</u>	D	Â
EIP Stock	01/01/2007	01/02/2007	Common Stock	848.354	\$ <u>(1)</u>	D	Â
EIP Stock	01/01/2008	01/02/2008	Common Stock	752.149	\$ (1)	D	Â
EIP Stock	01/01/2009	01/02/2009	Common Stock	1,047.978	\$ (1)	D	Â
EIP Stock	01/01/2010	01/02/2010	Common Stock	904.266	\$ (1)	D	Â
Employee Stock Option (Right to Buy)	02/23/2002	02/23/2009	Common Stock	8,000	\$ 47.9375	D	Â
Employee Stock Option (Right to Buy)	04/18/2005	04/18/2012	Common Stock	8,000	\$ 42.51	D	Â
Employee Stock Option (Right to Buy)	01/23/2006	01/23/2013	Common Stock	10,000	\$ 40.81	D	Â
Employee Stock Option (Right to Buy)	01/15/2007	01/15/2014	Common Stock	12,000	\$ 43.06	D	Â
Employee Stock Option (Right to Buy)	01/20/2008	01/20/2015	Common Stock	16,000	\$ 43.72	D	Â
Performance Based Restricted Stock Units (4)	01/01/2006	01/02/2006	Common Stock	1,500 (3)	\$ (2)	D	Â
Performance Based Restricted Stock Units (5)	01/01/2007	01/02/2007	Common Stock	1,500 (3)	\$ (2)	D	Â
Performance Based Restricted Stock Units (6)	01/01/2008	01/02/2008	Common Stock	2,000 (3)	\$ (2)	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Rana Louis L 4 IRVING PLACE NEW YORK, NY 10003	Â	Â	President (CECONY)	Â		

## **Signatures**

Peter J. Barrett;
Attorney-in-Fact

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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### **Explanation of Responses:**

- \* 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).
- (1) Equivalent Stock units (phantom stock) are converted into common stock on a 1-for-1 basis.
- (2) Performance Based Restricted Stock Units ("PBRS") are converted into common stock on a 1-for-1 basis.
- (3) The number of shares (or cash equivalents) is subject to change based on the achievement of certain performance criteria specified under the Consolidated Edison, Inc. Long Term Incentive Plan.
- (4) PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2006.
- (5) PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2007.
- (6) PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.