#### CONSOLIDATED EDISON INC

Form 4

February 07, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31,

2005

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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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCGRATH EUGENE R Issuer Symbol CONSOLIDATED EDISON INC (Check all applicable) [ED] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Officer (give title \_ Other (specify (Month/Day/Year) CONSOLIDATED EDISON, INC. 02/06/2007 C/O SECRETARY, 4 IRVING PLACE; ROOM 1618-S 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10003

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ities Acqu	iired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie oner Disposed (Instr. 3, 4	d of (L	<b>)</b> )	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)
Common Stock	02/06/2007		M	100,000	A	\$ 40.81	347,910.78	D	
Common Stock	02/06/2007		S	89,650	D	\$ 48.66	258,260.78	D	
Common Stock							9,882.07	I	Tax Reduction Act Stock Ownership Plan (TRASOP)

### Edgar Filing: CONSOLIDATED EDISON INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	Title of Derivative Security Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	tiorDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
		Derivative Security									
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
(	Employee Stock Option Right to	\$ 40.81	02/06/2007		M		100,000	01/23/2006	01/23/2013	Common Stock	250,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCGRATH EUGENE R CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003



### **Signatures**

Buy)

Peter J. Barrett; 02/07/2007 Attorney-in-Fact

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* 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. 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.

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