Moore Elizabeth D Form 4 February 21, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Moore Elizabeth D

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

CONSOLIDATED EDISON INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[ED]

(Last)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

(Month/Day/Year)

02/17/2012

General Counsel

CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING

(First)

PLACE, SUITE 1618-S

4. If Amendment, Date Original

3.

Applicable Line)

Filed(Month/Day/Year)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10003

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

4. Securities

1,293.24

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

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

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units (Phantom Stock)	(1)	02/17/2012		A	14,200	(2)	(2)	Common Stock	14,200 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the relation	Director	10% Owner	Officer	Other		
Moore Elizabeth D						
CONSOLIDATED EDISON, INC. C/O SECRETARY			General			
4 IRVING PLACE, SUITE 1618-S			Counsel			
NEW YORK, NY 10003						

Signatures

Carole Sobin; 02/21/2012 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).
- Each Performance Restricted Stock Unit ("PRSU") is the economic equivalent of one share of Consolidated Edison, Inc. ("Company") common stock.
- PRSUs granted under the Company's Long Term Incentive Plan (the "LTIP") will vest in 2015 when they are determined and awarded by the Management Development and Compensation 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 LTIP.
- (4) Not Applicable.

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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