Edgar Filing: Moore Elizabeth D - Form 4

Moore Elizat Form 4	beth D								
February 18,								OMB A	PPROVAL
FORM	UNII	ED STATES		ITIES AN nington, l			COMMISSION		3235-0287
Subject to Section 16. Form 4 or Form 5 Filed pursuant to 5			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934 Public Utility Holding Company Act of 1935 or Section				Expires: January 31, 2005 Estimated average burden hours per response 0.5		
may conti <i>See</i> Instru 1(b).	inue. Section		of the Inv	•	. .			n	
(Print or Type R	Responses)								
1. Name and Address of Reporting Person <u>*</u> Moore Elizabeth D			2. Issuer Name and Ticker or Trading Symbol CONSOLIDATED EDISON INC [ED]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year) 02/16/2011			Director 10% Owner X Officer (give title Other (specify below) below) General Counsel			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEW YORK	K, NY 10003						Form filed by I Person	More than One Ro	eporting
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)		n Date 2A. Dee Year) Executi any (Month		3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock				Code V	Amount	(D) Price	(Instr. 3 and 4) 762.86	D	
Reminder: Repo	ort on a separate	e line for each c	lass of securi	ties benefic	cially owne	d 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.

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

Reporting Owners

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day.	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units (Phantom Stock)	<u>(1)</u>	02/16/2011		A	11,800	(2)	(2)	Common Stock	11,800 (<u>3)</u>

Reporting Owners

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

Signatures

Carole Sobin;	02/18/2011
Attorney-in-Fact	02/10/2011

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Performance Restricted Stock Unit ("PRSU") is the economic equivalent of one share of Consolidated Edison, Inc. ("Company") common stock.
- (2) PRSUs granted under the Company's Long Term Incentive Plan (the "LTIP") will vest in 2014 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- (3) 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.