

CONSOLIDATED EDISON INC  
Form 8-K  
October 01, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**October 1, 2010**

**Consolidated Edison, Inc.**

(Exact name of registrant as specified in its charter)

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(State or Other Jurisdiction

(Commission

(IRS Employer

of Incorporation)

File Number)

Identification No.)

**4 Irving Place, New York, New York**

(Address of principal executive offices)

**10003**

(Zip Code)

**Registrant's telephone number, including area code**

**(212) 460-4600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**INFORMATION TO BE INCLUDED IN THE REPORT**

**ITEM 8.01. Other Events**

On October 1, 2010, Consolidated Edison, Inc. completed, pursuant to an underwriting agreement with Morgan Stanley & Co. Incorporated, the sale of 6,300,000 of its Common Shares (\$.10 par value) (the Common Shares). The Common Shares were registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-3 (No. 333-161018, effective August 4, 2009). The exhibits hereto relating to the Common Shares are hereby incorporated by reference in such registration statement.

**ITEM 9.01. Financial Statements and Exhibits**

*(d) Exhibits*

- |            |   |
|------------|---|
| Exhibit 1  | Underwriting Agreement relating to the Common Shares.   |
| Exhibit 5  | Opinion of Mary K. Schuette, Esq., Vice President, Legal Services for Consolidated Edison Company of New York, Inc., relating to the Common Shares. |
| Exhibit 23 | Consent of Mary K. Schuette, Esq., Vice President, Legal Services for Consolidated Edison Company of New York, Inc. (included in Exhibit 5).        |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED EDISON, INC.

By /s/ ROBERT MUCCIO  
**Robert Muccilo**  
**Vice President and Controller**

Date: October 1, 2010