

CONSOLIDATED EDISON INC  
 Form 4  
 May 12, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RESHESKE FRANCES**

2. Issuer Name and Ticker or Trading Symbol  
**CONSOLIDATED EDISON INC [ED]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/10/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, Public Affairs**

**CONSOLIDATED EDISON COMPANY OF NY, INC., 4 IRVING PLACE; ROOM 1618-S**  
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**NEW YORK, NY 10003**

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Common Stock	05/10/2011		M	16,000	A \$ 43.06	39,783.87	D
Common Stock	05/10/2011		M	16,000	A \$ 43.72	55,783.87	D
Common Stock	05/10/2011		M	16,000	A \$ 46.88	71,783.87	D
Common Stock	05/10/2011		S	48,000	D \$ 53.63	23,783.87	D

Common Stock	1,105.78	I	By THRIFT PLAN
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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
Employee Stock Option (Right to Buy)	\$ 43.06	05/10/2011		M	16,000	01/15/2007 01/15/2014	Common Stock 16,000
Employee Stock Option (Right to Buy)	\$ 43.72	05/10/2011		M	16,000	01/20/2008 01/20/2015	Common Stock 16,000
Employee Stock Option (Right to Buy)	\$ 46.88	05/10/2011		M	16,000	01/19/2009 01/19/2016	Common Stock 16,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

RESHESKE FRANCES  
CONSOLIDATED EDISON COMPANY OF NY, INC.  
4 IRVING PLACE; ROOM 1618-S

SVP, Public Affairs

NEW YORK, NY 10003

## Signatures

Carole Sobin;  
Attorney-in-Fact

05/12/2011

\_\_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).

Represents the weighted average sale price of the shares of Consolidated Edison, Inc. (the "Company") common stock sold by Ms. Resheske. The shares were sold in multiple transactions at prices ranging from \$53.63 to \$53.66, inclusive. The reporting person will

(1) provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the numbers of shares purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.

(2) 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.

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