

CONSOLIDATED EDISON INC  
Form 3  
December 04, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Cawley Timothy</p> <p>(Last) (First) (Middle)</p> <p>CONSOLIDATED EDISON, INC. C/O SECRETARY, Â 4 IRVING PLACE, ROOM 1618-S</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10003</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/01/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONSOLIDATED EDISON INC [ED]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President &amp; CEO, O&amp;R</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	443.63	D	Â
Common Stock	140.63	I	By THRIFT PLAN

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Performance Restricted Stock Units (Phantom Stock) <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	3,300 <sup>(3)</sup>	\$ <sup>(4)</sup>	D Â
Performance Restricted Stock Units (Phantom Stock) <sup>(1)</sup>	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	2,800 <sup>(3)</sup>	\$ <sup>(4)</sup>	D Â
Performance Restricted Stock Units (Phantom Stock) <sup>(1)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock	6,900 <sup>(3)</sup>	\$ <sup>(4)</sup>	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cawley Timothy CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003	Â	Â	Â President & CEO, O&R	Â

## Signatures

Vanessa Franklin, Attorney  
in Law  
12/04/2013  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Performance Restricted Stock Unit ("PRSU") granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"). Each PRSU is the economic equivalent of one share of Company common stock.
- (2) The PRSUs, granted in 2011, will vest in 2014 when they are determined and awarded by the Management Development and Compensation Committee (the "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.
- (5) The PRSUs, granted in 2012, will vest in 2015 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (6) The PRSUs, granted in 2013, will vest in 2016 when they are determined and awarded by the Committee of the Company's Board of Directors.

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.