

CONSOLIDATED EDISON INC  
Form 4  
September 24, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
BURKE KEVIN

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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

CONSOLIDATED EDISON INC., 4 IRVING PLACE; ROOM 1618-S

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

(Street)  
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) |            |   |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |            |   |                         |
| Common Stock                    | 09/22/2008                           |  | M                              |   | 20,000<br>(1)   | A  | \$ 32.5   | 76,953.26  | D |                         |
| Common Stock                    | 09/22/2008                           |  | M                              |   | 50,000<br>(1)   | A  | \$ 37.75  | 126,953.26 | D |                         |
| Common Stock                    | 09/22/2008                           |  | S                              |   | 65,500<br>(1)   | D  | \$ 43.23<br>(2)                                       | 61,453.26  | D |                         |
| Common Stock                    |                                      |  |                                |   |   |  |   | 6,129.67   | I | Tax Reduction Act Stock |

Ownership Plan (TRASOP)

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 |
| Stock Option (right to buy)                | \$ 32.5  | 09/22/2008                           |  | M                              | 20,000  | 04/20/2003   | 04/20/2010  | Common Stock | 20,000                     |
| Stock Option (right to buy)                | \$ 37.75   | 09/22/2008                           |  | M                              | 50,000  | 04/19/2004   | 04/19/2011  | Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| BURKE KEVIN<br>CONSOLIDATED EDISON INC.<br>4 IRVING PLACE; ROOM 1618-S<br>NEW YORK, NY 10003 | X             |           | Chairman, President & CEO |       |

## Signatures

Peter J. Barrett;  
Attorney-in-Fact

09/24/2008

\_\_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).
- (1) The net effect of these transactions was that Mr. Burke acquired 4,500 shares of Consolidated Edison, Inc. ("Company") common stock.
- (2) Represents the average sale price of the shares of Company common stock sold by Mr. Burke. The share price range was \$43.05 to \$43.40.

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