#### CONSOLIDATED EDISON INC

Form 4

August 09, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hernandez Sally

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CONSOLIDATED EDISON INC

[ED]

(Check all applicable)

08/07/2006

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING

(Street)

(State)

(First)

PLACE; ROOM 1618-S

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Zip)

(Middle)

NEW YORK, NY 10003

					•	, <b>.</b> ,	•	
2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired (A) or	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	n Date, if TransactionDisposed of (D)  Code (Instr. 3, 4 and 5)				Securities	Ownership	Indirect
	any					Beneficially	Beneficial	
	(Month/Day/Year)	(Instr. 8)	)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
			<b>(4)</b>			Reported	(I)	
				or		Transaction(s)	(Instr. 4)	
		G 1 17				(Instr. 3 and 4)		
		Code V	Amount	(D)	Price			
08/07/2006		A	9.646 (1)	A	\$ 46.65	16,594.4694	D	
08/08/2006		P	23.9791 (2)	A	\$ 46.3366	16,618.4485	D	
	(Month/Day/Year) 08/07/2006	any (Month/Day/Year) 08/07/2006	(Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Month/Day/Year) (Instr. 8)  Code V  08/07/2006 A	(Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 any (Month/Day/Year) Code V Amount  08/07/2006 A 9.646 (1)	(Month/Day/Year)         Execution Date, if any (Month/Day/Year)         TransactionDisposed of (D) Code (Instr. 3, 4 and 5)           (Month/Day/Year)         (Instr. 8)    (A)  or  Code V Amount (D)  A 9.646 (1) A	(Month/Day/Year)         Execution Date, if any (Month/Day/Year)         Transaction Disposed of (D) Code (Instr. 3, 4 and 5)           (Month/Day/Year)         (Instr. 8)             (A) or Code V Amount (D) Price           08/07/2006         A 9.646 (1) A \$ 46.65	(Month/Day/Year) Execution Date, if any (Code (Instr. 3, 4 and 5) (Instr. 8) Eneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price (Instr. 3 and 4)  O8/07/2006 A 9.646 (1) A \$ 46.65 16,594.4694	(Month/Day/Year)         Execution Date, if any (Month/Day/Year)         Transaction Disposed of (D) Code (Instr. 3, 4 and 5)         Securities Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)           08/07/2006         A         9.646 (1) A         \$ 46.65         16,594.4694         D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: CONSOLIDATED EDISON INC - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title N	or Namelana		
									Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Hernandez Sally CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003

X

### **Signatures**

Peter J. Barrett; 08/09/2006 Attorney-in-Fact

\*\*Signature of Reporting Person

## **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).
- Deferred Stock Units acquired pursuant to a voluntary deferral of meeting fees in accordance with Consolidated Edison, Inc. (the **(1)** "Company") Long Term Incentive Plan. Each Stock Unit represents one share of the Company's Common Stock.
- Purchase of shares of common stock under the Company 's Stock Purchase Plan. The information in this report is based on a plan statement as of 8/8/2006.

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.

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