

Cawley Timothy
Form 4
January 03, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cawley Timothy

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)

CONSOLIDATED EDISON, INC.
C/O SECRETARY, 4 IRVING
PLACE, ROOM 16-205

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/29/2017 | | M | | 16,506 | A | 11 |
| | | | | | 30,043.16 ⁽²⁾ | D | |
| Common Stock | | | | | 3.7 | I | |

By
THRIFT
PLAN

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4) | 8. Date Exercisable Date | 9. Expiration Date | 10. Title | 11. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-----------------------------|-----------------------|-----------|--------------------------------------|
| Performance Units (Phantom Stock) | (3) | 12/29/2017 | | M | 16,506 | 12/29/2017 | 12/29/2017 | Common Stock | 16,506 | (4) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Cawley Timothy CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 16-205 NEW YORK, NY 10003 | | | President | |

Signatures

Jeanmarie Schieler;
Attorney-in-Fact 01/03/2018

**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) Not applicable.

Total includes 87.56 Deferred Stock Units ("DSUs") acquired on December 15, 2017 pursuant to Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan's ("LTIP") dividend reinvestment provision. Each DSU represents one share of the Company's common stock.

(3) Each Performance Unit is the economic equivalent of one share of the Company common stock.

Represents a portion of the Performance Units with respect to the 2015-2017 performance period that vested as determined by the (4) Management Development and Compensation Committee of the Company's Board of Directors. The number of shares (or cash equivalents) were adjusted based on certain performance criteria, including criteria other than market price, as specified under the LTIP.

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.