

CONSOLIDATED EDISON INC
Form 3
December 04, 2013

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

OMB APPROVAL

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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 & CEO, O&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> | |

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) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 3,300 ⁽³⁾ | \$ ⁽⁴⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 2,800 ⁽³⁾ | \$ ⁽⁴⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 6,900 ⁽³⁾ | \$ ⁽⁴⁾ | 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.