

CONSOLIDATED EDISON INC
Form 3
September 12, 2005

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rana Louis L | | (Month/Day/Year) | CONSOLIDATED EDISON INC [ED] | |
| (Last) | (First) | 09/01/2005 | | |
| 4 IRVING PLACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10003 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President (CECONY) | |

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 | 577.22 | D | Â |
| Common Stock | 1,016 | I | TRASOP |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| EIP Stock | 01/18/2006 | 01/19/2006 | Common Stock | 832.24 | \$ <u>(1)</u> | D | Â |
| EIP Stock | 01/01/2007 | 01/02/2007 | Common Stock | 848.354 | \$ <u>(1)</u> | D | Â |
| EIP Stock | 01/01/2008 | 01/02/2008 | Common Stock | 752.149 | \$ <u>(1)</u> | D | Â |
| EIP Stock | 01/01/2009 | 01/02/2009 | Common Stock | 1,047.978 | \$ <u>(1)</u> | D | Â |
| EIP Stock | 01/01/2010 | 01/02/2010 | Common Stock | 904.266 | \$ <u>(1)</u> | D | Â |
| Employee Stock Option (Right to Buy) | 02/23/2002 | 02/23/2009 | Common Stock | 8,000 | \$ 47.9375 | D | Â |
| Employee Stock Option (Right to Buy) | 04/18/2005 | 04/18/2012 | Common Stock | 8,000 | \$ 42.51 | D | Â |
| Employee Stock Option (Right to Buy) | 01/23/2006 | 01/23/2013 | Common Stock | 10,000 | \$ 40.81 | D | Â |
| Employee Stock Option (Right to Buy) | 01/15/2007 | 01/15/2014 | Common Stock | 12,000 | \$ 43.06 | D | Â |
| Employee Stock Option (Right to Buy) | 01/20/2008 | 01/20/2015 | Common Stock | 16,000 | \$ 43.72 | D | Â |
| Performance Based Restricted Stock Units <u>(4)</u> | 01/01/2006 | 01/02/2006 | Common Stock | 1,500 <u>(3)</u> | \$ <u>(2)</u> | D | Â |
| Performance Based Restricted Stock Units <u>(5)</u> | 01/01/2007 | 01/02/2007 | Common Stock | 1,500 <u>(3)</u> | \$ <u>(2)</u> | D | Â |
| Performance Based Restricted Stock Units <u>(6)</u> | 01/01/2008 | 01/02/2008 | Common Stock | 2,000 <u>(3)</u> | \$ <u>(2)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rana Louis L 4 IRVING PLACE NEW YORK, NY 10003 | Â | Â | Â President (CECONY) | Â |

Signatures

Peter J. Barrett;
Attorney-in-Fact 09/12/2005

 **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) Equivalent Stock units (phantom stock) are converted into common stock on a 1-for-1 basis.
- (2) Performance Based Restricted Stock Units ("PBRS") are converted into common stock on a 1-for-1 basis.
- (3) The number of shares (or cash equivalents) is subject to change based on the achievement of certain performance criteria specified under the Consolidated Edison, Inc. Long Term Incentive Plan.
- (4) PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2006.
- (5) PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2007.
- (6) PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2008.

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.