RANGER MICHAEL W

Form 4

December 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB ,

Check this box

Washington, D.C. 20549

Number: 3235-0287

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Expires: January 31, 2005
Estimated average

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

burden hours per response... 0.5

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
RANGER MICHAEL W

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CONSOLIDATED EDISON INC

(Check all applicable)

[ED]

(Last)

(Middle)

3. Date of Earliest Transaction

X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

(Month/Day/Year)

12/01/2008

CONSOLIDATED EDISON, INC., 4 IRVING PLACE, ROOM

(First)

1618-S

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Appli

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

NEW YORK, NY 10003

(City) (State) (Zip)

(Street)

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

Price

40.39

1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following 6. 7. Nature of
Ownership Indirect
Form: Direct Beneficial
(D) or Ownership
Indirect (I) (Instr. 4)

Reported (Instr. 4)

(A) or e V Amount (D)

Transaction(s) (Instr. 3 and 4)

Common Stock

12/01/2008

 $\begin{array}{cccc} \text{Code} & \text{V} & \text{Amount} & \text{(D)} \\ & & 309.48 & \text{A} \\ & & \text{(1)} & \text{A} \end{array}$

3,871.25

D

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

(Month/Day/Year)

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 number.

SEC 1474

(9-02)

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RANGER MICHAEL W CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003

X

Signatures

Peter J. Barrett; Attorney-in-Fact

**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) Deferred Stock Units ("DSU") acquired pursuant to a voluntary deferral of retainer fees in accordance with the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan. Each DSU represents one share of the Company's common stock.

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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