Ryan JoAnn F Form 5 February 17, 2009

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Ryan JoAnn F Symbol CONSOLIDATED EDISON INC (Check all applicable) [ED] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X _ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2008 SVP, Business Shared Services CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING PLACE, ROOM 1618-S (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10003 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 1.Title of 4. Securities 5. Amount of 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if Acquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or (D) Price Amount Common Â Â Â Â Â Â Â 4,511.33 ⁽¹⁾ D Stock Â Â Â Â Â Â Common $1,492.05 \stackrel{(2)}{=} I$ Tax Stock Reduction

Act Stock Ownership Plan

(TRASOP)

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

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SEC 2270 (9-02)

Other

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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)		ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

Ryan JoAnn F CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S NEW YORK. NYÂ 10003

Â SVP, Business Shared Services Â

Signatures

Peter J. Barrett; Attorney-in-Fact 02/17/2009

**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) Includes 28.15, 28.78, 27.04, and 30.71 Deferred Stock Units acquired on March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively, pursuant to the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan's dividend reinvestment provision. As per General Instruction 4(a) to Form 5, Column 5 sets forth the number of securities beneficially owned by the reporting person as of December 31, 2008. As of the filing date of this report, the number of securities beneficially owned by the reporting person is 5,183.25, reflecting certain transactions previously reported on Form 4 filing(s) during the period between December

Reporting Owners 2

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- 31, 2008 and the filing date of this report.
- As per General Instruction 4(a) to Form 5, Column 5 sets forth the number of securities beneficially owned by the reporting person as of (2) December 31, 2008. As of the most recent TRASOP statement, the number of securities beneficially owned by the reporting person through the TRASOP is 1,491.94.
- As per General Instruction 4(a) to Form 5, Column 5 sets forth the number of securities beneficially owned by the reporting person as of (3) December 31, 2008. As of the most recent THRIFT Plan statement, the number of securities beneficially owned by the reporting person through the THRIFT Plan is 335.48.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.