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CONSOLIDATED EDISON INC Form 5 February 17, FORM

Form 5									
February 17	, 2009								
FORM	15					OMB A	PPROVAL		
-	UNITED S			D EXCHANGE	COMMISSION	OMB Number:	3235-03	362	
Check thi no longer	subject	W	Washington, D.C. 20549				January 2(31, 005	
to Section Form 4 or 5 obligation may conti	Form ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per response 1.0		1.0	
See Instru	ction	and to Continu	16(a) of the 6	la anniti a a Errahan	~~ A at af 1024				
1(b). Form 3 H	·			Securities Exchan	•	_			
Reported	oldings Section 17(a					1			
Form 4		30(n) of the	investment Co	ompany Act of 19	40				
Transactio Reported	ons								
×									
	Address of Reporting I EN EDWARD J	Symbol		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		CONS [ED]	OLIDATED	EDISON INC					
(Last)	(First) (N	(Month	/Day/Year)	Fiscal Year Ended	Director X Officer (give below)		Owner er (specify		
CONCOLU		12/31/	2008		· · · · · · · · · · · · · · · · · · ·	ontroller & CA	0		
	DATED EDISON								
	ETARY, 4 IRVI DOM 1618-S	NG							
	(Street)		_			6. Individual or Joint/Group Reporting			
Filed(Month/Day/Year)				(check	(check applicable line)				
	V Â NUVÂ 10002								
NEW YOR	K, NY 10003				_X_ Form Filed by O Form Filed by M Person				
(City)	(State)	(Zip) Ta	ble I - Non-Deri	ivative Securities Ac	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed	3.	4. Securities Acquired (A) or	5. Amount of	6. Ownership Form: Direct	7. Nature of		

Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned at end	Indirect (I)	Ownership
				() >	of Issuer's	(Instr. 4)	(Instr. 4)
				(A)	Fiscal Year		
				or	(Instr. 3 and 4)		
				Amount (D) Price	. ,		
Common Stock	Â	Â	Â	Â	8,173.05 <u>(1)</u>	D	Â
SIUCK							

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 number.

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

SEC 2270

(9-02)

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. 6. Date Exercisable and Number Expiration Date of (Month/Day/Year) Derivative Securities			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D So B	
	Security				Acquired (A) or Disposed of (D) (Instr. 3,						O Eı Is Fi (I
					4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		
					(A) (D)	Exercisable	Date		of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RASMUSSEN EDWARD J CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003	Â	Â	VP, Controller & CAO	Â		
Signatures						

Peter J. Barrett; Attorney-in-Fact	02/17/2009
<u>**</u> 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).
- Includes 20.28, 20.73, 19.47, and 22.12 Deferred Stock Units acquired on March 15, 2008, June 15, 2008, September 15, 2008 and
 (1) December 15, 2008, respectively, pursuant to the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan's dividend reinvestment provision.

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.