

Kelly Mary

Form 3

November 03, 2017

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Kelly Mary

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/01/2017

3. Issuer Name **and** Ticker or Trading Symbol

CONSOLIDATED EDISON INC [ED]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, Corporate Shared Services

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonCONSOLIDATED EDISON,
INC. C/O SECRETARY,Â 4
IRVING PLACE, ROOM 16-205

(Street)

NEW YORK,Â NYÂ 10003

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

9.2185

D

Â

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

SEC 1473 (7-02)

**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 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
Derivative5. 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)	
Performance Units (Phantom Stock) ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	2,400 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â
Performance Units (Phantom Stock) ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	3,000 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â
Performance Units (Phantom Stock) ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,200 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Mary CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 16-205 NEW YORK, NY 10003	Â	Â	Â SVP, Corporate Shared Services	Â

Signatures

Vanessa M. Franklin;
Attorney-in-Fact

11/03/2017

 **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 Unit ("PU") granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"). Each PU is the economic equivalent of one share of the Company common stock.
- (2) The PUs, granted in 2015, will vest in 2018 when they are determined and awarded by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.
- (3) The PUs, granted in 2016, will vest in 2019 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (4) The PUs, granted in 2017, will vest in 2020 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (5) 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.
- (6) Not Applicable.

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.