

CONSOLIDATED EDISON CO OF NEW YORK INC

Form 8-K

May 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 17, 2010

Consolidated Edison, Inc.

(Exact name of registrant as specified in its charter)

New York
(State or Other Jurisdiction

of Incorporation)

1-14514
(Commission

File Number)

13-3965100
(IRS Employer

Identification No.)

4 Irving Place, New York, New York
(Address of principal executive offices)

10003
(Zip Code)

Registrant's telephone number, including area code: (212) 460-4600

Consolidated Edison Company of New York, Inc.

(Exact name of registrant as specified in its charter)

New York
(State or Other Jurisdiction)

1-1217
(Commission)

13-5009340
(IRS Employer)

(Incorporation)

(File Number)

(Identification No.)

4 Irving Place, New York, New York
(Address of principal executive offices)

10003
(Zip Code)

Registrant's telephone number, including area code: (212) 460-4600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.
CON EDISON

- (a) At the Annual Meeting of Stockholders of Consolidated Edison, Inc. (Con Edison) on May 17, 2010, its stockholders voted to elect the members of its Board of Directors, to ratify the appointment of its independent accountants, and not to adopt a stockholder s proposal.
- (b) The name of each director elected, the number of shares voted for or against each director and the number of abstentions as to each director were as shown in the following table. Not included in such amounts are 80,186,320 shares that were broker non-votes.

| Name | For | Against | Absentions |
|-------------------------|-------------|------------|------------|
| Kevin Burke | 145,654,410 | 4,262,812 | 1,403,202 |
| Vincent A. Calarco | 146,961,153 | 2,884,998 | 1,474,273 |
| George Campbell, Jr. | 115,206,896 | 34,663,552 | 1,449,976 |
| Gordon J. Davis | 145,435,021 | 4,370,959 | 1,514,444 |
| Michael J. Del Giudice | 137,933,631 | 11,944,139 | 1,442,654 |
| Ellen V. Futter | 132,965,019 | 16,911,264 | 1,444,141 |
| John F. Hennessy III | 146,895,387 | 2,908,215 | 1,516,822 |
| Sally Hernandez | 145,358,745 | 4,493,263 | 1,468,416 |
| John F. Killian | 146,989,227 | 2,874,640 | 1,456,557 |
| Eugene R. McGrath | 146,331,004 | 3,609,985 | 1,379,435 |
| Michael W. Ranger | 147,027,994 | 2,784,096 | 1,508,334 |
| L. Frederick Sutherland | 140,426,428 | 9,445,518 | 1,448,478 |

- (c) The results of the vote to ratify the appointment of PricewaterhouseCoopers LLP as Con Edison s independent accountants for 2010 were as follows: 226,947,027 shares were voted for this proposal; 2,827,602 shares were voted against the proposal; and 1,732,115 shares were abstentions.

- (d) The following stockholder-proposed resolution was voted upon:

RESOLVED: That the stockholders recommend that the Board take the necessary steps that Con Edison specifically identify by name and corporate title in all future proxy statements those executive officers, not otherwise so identified, who are contractually entitled to receive in excess of \$500,000 annually as a base salary, together with whatever other additional compensation bonuses and other cash payments were due them.

The results of the vote on this proposal were as follows: 18,370,776 shares were voted for this proposal; 129,631,329 shares were voted against the proposal; 3,318,319 shares were abstentions; and 80,186,320 shares were broker non-votes.

CECONY

At the Annual Meeting of Stockholders of Consolidated Edison Company of New York, Inc. (CECONY) on May 17, 2009, all 235,488,094 outstanding shares of CECONY s common stock, which are owned by Con Edison, were voted to elect as the members of CECONY s Board of Trustees the same persons who, as indicated above, were elected as members of Con Edison s Board of Directors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED EDISON, INC.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

By /s/ Robert Muccilo
 Robert Muccilo
 Vice President and Controller

Date: May 20, 2010