

CONSOLIDATED EDISON INC

Form 4

January 25, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
CAMPBELL GEORGE JR

2. Issuer Name and Ticker or Trading Symbol  
CONSOLIDATED EDISON INC [ED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/18/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

THE COOPER UNION, 7 EAST 7TH STREET; 7TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10003

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |    |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | Code                                                              | V  | Amount |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/20/2005                           |                                                    | G                              | V                                                                 | 55 | D      | 11,172.5106                                                                                   | D                                                        |                                                       |
| Common Stock                    | 12/21/2005                           |                                                    | G                              | V                                                                 | 22 | D      | 11,150.5106                                                                                   | D                                                        |                                                       |
| Common Stock                    | 12/21/2005                           |                                                    | G                              | V                                                                 | 44 | D      | 11,106.5106                                                                                   | D                                                        |                                                       |
| Common Stock                    | 12/21/2005                           |                                                    | G                              | V                                                                 | 22 | D      | 11,084.5106                                                                                   | D                                                        |                                                       |
| Common Stock                    | 12/21/2005                           |                                                    | G                              | V                                                                 | 32 | D      | 11,052.5106                                                                                   | D                                                        |                                                       |

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|              |            |            |   |   |        |   |                    |             |   |
|--------------|------------|------------|---|---|--------|---|--------------------|-------------|---|
| Common Stock | 12/21/2005 |            | G | V | 22     | D | Ⓛ                  | 11,030.5106 | D |
| Common Stock | 12/23/2005 |            | G | V | 22     | D | Ⓛ                  | 11,008.5106 | D |
| Common Stock | 01/18/2006 | 01/23/2006 | A |   | 63.993 | A | \$<br>46.88<br>(2) | 11,072.5036 | D |
| Common Stock | 01/18/2006 | 01/23/2006 | A |   | 31.854 | A | \$<br>47.09<br>(2) | 11,104.3576 | D |

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.**

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(9-02)

**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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                              | Director      | 10% Owner | Officer | Other |
| CAMPBELL GEORGE JR<br>THE COOPER UNION<br>7 EAST 7TH STREET; 7TH FLOOR<br>NEW YORK, NY 10003 | X             |           |         |       |

## Signatures

Peter Barrett;  
Attorney-in-Fact

01/25/2006

\_\_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) Not Applicable.

(2) Deferred stock units acquired pursuant to a voluntary deferral of meeting fees in accordance with Consolidated Edison's Long Term Incentive Plan, based on a January 23, 2006 plan statement.

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.