

CONSOLIDATED EDISON INC
 Form 3
 September 01, 2016

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

OMB APPROVAL

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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 Sanchez Robert (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/01/2016 | 3. Issuer Name and Ticker or Trading Symbol CONSOLIDATED EDISON INC [ED] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|---|--|--|

CONSOLIDATED EDISON,
 INC. C/O SECRETARY, Â 4
 IRVING PLACE, ROOM 1450-S
 (Street)

NEW YORK, Â NY Â 10003
 (City) (State) (Zip)

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 Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 1,544.97 | 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 Derivative | 5. 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 Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 3,300 ⁽³⁾ | \$ ⁽⁴⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 3,000 ⁽³⁾ | \$ ⁽⁴⁾ | D | Â |
| Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 3,000 ⁽³⁾ | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanchez Robert CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1450-S NEW YORK, NY 10003 | Â | Â | Â SVP, Corporate Shared Services | Â |

Signatures

Vanessa Franklin;
Attorney-in-Fact

09/01/2016

⁽¹⁾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 Restricted Stock Unit ("PRSU") granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"). Each PRSU is the economic equivalent of one share of Company common stock.
- (2) The PRSUs, granted in 2014, will vest in 2017 when they are determined and awarded by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.
- (3) 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.
- (4) Not Applicable.
- (5) The PRSUs, granted in 2015, will vest in 2018 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (6) The PRSUs, granted in 2016, will vest in 2019 when they are determined and awarded by the Committee of the Company's Board of Directors.

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.