CONSOLIDATED EDISON INC

Form 4 July 26, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31,

2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hernandez Sally

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CONSOLIDATED EDISON INC [ED]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

_X__ Director

10% Owner __ Other (specify Officer (give title

(Month/Day/Year) 07/22/2005

CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING

(Street)

(First)

PLACE; ROOM 1618-S

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | 5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 06/16/2005 | | L | v | 29.54 (1) | A | | 13,471.1022 | D | |
| Common Stock | 06/24/2005 | | L | V | 9.78 (1) | A | \$ 46.01 | 13,480.8822 | D | |
| Common Stock | 07/07/2005 | | L | V | 9.566 (1) | A | \$ 47.04 | 13,490.4482 | D | |
| Common Stock | 07/20/2005 | | L | V | 9.346 (1) | A | \$ 48.15 | 13,499.7942 | D | |
| | 07/21/2005 | | L | V | | A | | 13,518.7332 | D | |

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Common 18.939 (1) Stock 47.52

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amoun Underly Securit | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--------------------------------------|--|---|---------------------|--------------------|-----------------------------|---|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title 1 | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Hernandez Sally CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S

NEW YORK, NY 10003

Signatures

Peter J. Barrett; 07/26/2005 Attorney-in-Fact

**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) Meeting Fee Deferred Stock Units acquired pursuant to Con Edison's Long Term Incentive Plan. Based on a plan statement as of 7/22/05. 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.

Reporting Owners 2

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