

CONSOLIDATED EDISON INC

Form 4

January 25, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(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)

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

(Street)

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

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

NEW YORK, NY 10003

(City) (State) (Zip)

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

**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	(A) or (D)	Price		
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	<u>(1)</u>	11,030.5106	D
Common Stock	12/23/2005		G	V	22	D	<u>(1)</u>	11,008.5106	D
Common Stock	01/18/2006	01/23/2006	A		63.993	A	\$ <u>46.88</u> (2)	11,072.5036	D
Common Stock	01/18/2006	01/23/2006	A		31.854	A	\$ <u>47.09</u> (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.**

SEC 1474  
(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. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAMPBELL GEORGE JR THE COOPER UNION 7 EAST 7TH STREET; 7TH FLOOR 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.

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