CONSOLIDATED EDISON INC

Form 4

December 05, 2007

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

OMB Number:

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OMB APPROVAL

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEL GIUDICE MICHAEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CONSOLIDATED EDISON INC

[ED]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

06/01/2007

X_ Director 10% Owner Officer (give title Other (specify

MILLENNIUM CREDIT MARKETS, LLC, 15 WEST 48TH

(Street)

(State)

06/01/2007

09/01/2007

12/01/2007

STREET

(City)

Common

Common

Common

Stock

Stock

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code V

A

A

A

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10020

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	

(Zip)

3.	4. Securities Acquired
Transactio	n(A) or Disposed of (D)
Code	(Instr. 3, 4 and 5)
(Instr. 8)	

Amount

123.76

130.6

123.84

(1)

(1)

(1)

(A)

(D)

A

A

Price

48.48

45.9

48.45

\$

Be Ov Fo Re Tr	eneficially wned following eported ansaction(s) estr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
8 18	3,458.83	D	
4 18	3,589.44	D	

D

Reminder: Report on a separate line for each class of securities beneficiall	v owned directly or indirectly.
reminder. Report on a separate line for each class of securities semeneral	if owned directly of maneetly.

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

18,713.28

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEL GIUDICE MICHAEL J MILLENNIUM CREDIT MARKETS, LLC 15 WEST 48TH STREET NEW YORK, NY 10020

X

Signatures

Peter J. Barrett; 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) Deferred Stock Units acquired pursuant to a voluntary deferral of retainer fees in accordance with Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan. Each Stock Unit represents one share of the Company's Common Stock.

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.

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