

Kelly Mary
 Form 3
 November 03, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Kelly Mary
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/01/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

CONSOLIDATED EDISON,
 INC. C/O SECRETARY, 4
 IRVING PLACE, ROOM 16-205
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 SVP, Corporate Shared Services

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

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	9.2185	D	^

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

SEC 1473 (7-02)

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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 Units (Phantom Stock) ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	2,400 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â
Performance Units (Phantom Stock) ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	3,000 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â
Performance Units (Phantom Stock) ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,200 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Mary CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 16-205 NEW YORK, NY 10003	Â	Â	Â SVP, Corporate Shared Services	Â

Signatures

Vanessa M. Franklin; 11/03/2017
Attorney-in-Fact

 **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 Unit ("PU") granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"). Each PU is the economic equivalent of one share of the Company common stock.
- (2) The PUs, granted in 2015, will vest in 2018 when they are determined and awarded by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.
- (3) The PUs, granted in 2016, will vest in 2019 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (4) The PUs, granted in 2017, will vest in 2020 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (5) 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.
- (6) Not Applicable.

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.