

Ryan JoAnn F  
 Form 5  
 February 17, 2009

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Ryan JoAnn F

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10003

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	4,511.33 (1) D	^
Common Stock	^	^	^	^	^	1,492.05 (2) I	Tax Reduction Act Stock Ownership Plan

(TRASOP)

Common Stock      Â      Â      Â      Â      Â      Â      312.48 <sup>(3)</sup> I

By THRIFT Plan

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

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SEC 2270 (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. of D S B O E I S F I
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan JoAnn F CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003	Â	Â	Â SVP, Business Shared Services	Â

**Signatures**

Peter J. Barrett;      02/17/2009  
 Attorney-in-Fact      Date  
 \*\*Signature of Reporting Person

**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) Includes 28.15, 28.78, 27.04, and 30.71 Deferred Stock Units acquired on March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively, pursuant to the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan's dividend reinvestment provision. As per General Instruction 4(a) to Form 5, Column 5 sets forth the number of securities beneficially owned by the reporting person as of December 31, 2008. As of the filing date of this report, the number of securities beneficially owned by the reporting person is 5,183.25, reflecting certain transactions previously reported on Form 4 filing(s) during the period between December

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31, 2008 and the filing date of this report.

As per General Instruction 4(a) to Form 5, Column 5 sets forth the number of securities beneficially owned by the reporting person as of  
(2) December 31, 2008. As of the most recent TRASOP statement, the number of securities beneficially owned by the reporting person through the TRASOP is 1,491.94.

As per General Instruction 4(a) to Form 5, Column 5 sets forth the number of securities beneficially owned by the reporting person as of  
(3) December 31, 2008. As of the most recent THRIFT Plan statement, the number of securities beneficially owned by the reporting person through the THRIFT Plan is 335.48.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.