

CONSOLIDATED EDISON INC
 Form 3/A
 December 06, 2016

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Å Saegusa Yukari</p> <p>(Last) (First) (Middle)</p> <p>CONSOLIDATED EDISON, INC. C/O SECRETARY, Å 4 IRVING PLACE, ROOM 1450-S</p> <p>(Street)</p> <p>NEW YORK, Å NY Å 10003</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/01/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONSOLIDATED EDISON INC [ED]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President and Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>09/01/2016</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	386	D	Å

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 Restricted Stock Units (Phantom Stock) ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	250 ⁽³⁾	\$ ⁽⁴⁾	D	Â
Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	280 ⁽³⁾	\$ ⁽⁴⁾	D	Â
Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	200 ⁽³⁾	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Saegusa Yukari CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1450-S NEW YORK, NY 10003	Â	Â	Â Vice President and Treasurer	Â	

Signatures

Jeanmarie Schieler;
Attorney-in-Fact
12/06/2016

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 Restricted Stock Unit ("PRSU") granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"). Each PRSU is the economic equivalent of one share of Company common stock.
- (2) The PRSUs, granted in 2014, will vest in 2017 when they are determined and awarded by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.
- (3) 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.
- (4) Not Applicable.
- (5) The PRSUs, granted in 2015, will vest in 2018 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (6) The PRSUs, granted in 2016, will vest in 2019 when they are determined and awarded by the Committee of the Company's Board of Directors.

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.