

Kelly Mary  
 Form 3  
 November 03, 2017

**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)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

**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)

**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.**

**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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## Edgar Filing: Kelly Mary - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Units (Phantom Stock) <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	2,400 <sup>(5)</sup>	\$ <sup>(6)</sup>	D	Â
Performance Units (Phantom Stock) <sup>(1)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	3,000 <sup>(5)</sup>	\$ <sup>(6)</sup>	D	Â
Performance Units (Phantom Stock) <sup>(1)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	2,200 <sup>(5)</sup>	\$ <sup>(6)</sup>	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.