

CONSOLIDATED EDISON CO OF NEW YORK INC

Form 8-K

December 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

December 4, 2009

Consolidated Edison, Inc.

(Exact name of registrant as specified in its charter)

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(State or Other Jurisdiction

(Commission File Number)

(IRS Employer

of Incorporation)

Identification No.)

4 Irving Place, New York, New York

(Address of principal executive offices)

10003

(Zip Code)

Registrant's telephone number, including area code

(212) 460-4600

Consolidated Edison Company of New York, Inc.

(Exact name of registrant as specified in its charter)

New York

(State or Other Jurisdiction

1-1217

(Commission File Number)

13-5009340

(IRS Employer

of Incorporation)

Identification No.)

4 Irving Place, New York, New York

(Address of principal executive offices)

10003

(Zip Code)

Registrant's telephone number, including area code

(212) 460-4600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

.. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 8.01. Other Events

On December 4, 2009, Consolidated Edison, Inc. (Con Edison) completed, pursuant to an underwriting agreement with UBS Securities LLC, the sale of 5,000,000 of its Common Shares (\$.10 par value) (the Common Shares). The Common Shares were registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-3 (No. 333-161018, effective August 4, 2009). The exhibits hereto relating to the Common Shares are hereby incorporated by reference in such registration statement.

On December 4, 2009, Consolidated Edison Company of New York, Inc. (Con Edison of New York) completed, pursuant to an underwriting agreement with Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Mizuho Securities USA Inc. and UBS Securities LLC, as representatives for the underwriters named therein, the sale of \$600 million aggregate principal amount of Con Edison of New York's 5.50% Debentures, Series 2009 C due 2039 (the Debentures). The Debentures were registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-3 (No. 333-161016, effective August 4, 2009). The exhibits hereto relating to the Debentures are hereby incorporated by reference in such registration statement.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

- Exhibit 1.1 Underwriting Agreement relating to the Common Shares.
- Exhibit 1.2 Underwriting Agreement relating to the Debentures.
- Exhibit 4 Form of the Debentures.
- Exhibit 5.1 Opinion of Elizabeth D. Moore, Esq., General Counsel, relating to the Common Shares.
- Exhibit 5.2 Opinion of Elizabeth D. Moore, Esq., General Counsel, relating to the Debentures.
- Exhibit 23.1 Consent of Elizabeth D. Moore, Esq., General Counsel (included in Exhibit 5.1)
- Exhibit 23.2 Consent of Elizabeth D. Moore, Esq., General Counsel (included in Exhibit 5.2)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED EDISON, INC.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

By **/s/ ROBERT MUCCILO**
Robert Muccilo
Vice President and Controller

Date: December 4, 2009