

CONSOLIDATED EDISON INC  
Form DEFA14A  
April 29, 2013

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

**SCHEDULE 14A**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under §240.14a-12

**CONSOLIDATED EDISON, INC.**

(Name of Registrant as Specified In Its Charter)

**NOT APPLICABLE**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-111(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 29, 2013

Dear Consolidated Edison, Inc. Stockholder:

Recently, our Annual Report and proxy materials were made available to you for our Annual Meeting of Stockholders, to be held on May 20, 2013. Our records indicate that you have not yet voted your shares.

We urge you to vote your shares, regardless of the number of shares that you own. We care what you think and voting is an important way for you to let us know how we're doing. If you recently voted your shares, thank you for your vote.

You may vote your shares via the Internet or by telephone following the instructions on the enclosed proxy card or voting instruction form. You may also vote your shares by signing and returning the enclosed proxy card or voter instruction form in the prepaid envelope provided.

Please note that your shares cannot be voted without your instructions.

If you have any questions, please contact our proxy solicitor, Morrow & Co., LLC at 800-662-5200 or by e-mail at [conedison.info@morrowco.com](mailto:conedison.info@morrowco.com) with Con Edison Proxy Vote in the subject line.

Thank you for your continued investment in Consolidated Edison, Inc.

Sincerely,

Carole Sobin

Vice President and Corporate Secretary





**CONSOLIDATED EDISON, INC.**  
**ANNUAL MEETING FOR HOLDERS AS OF 3/22/13**  
**TO BE HELD ON 5/20/13**

**Your vote is important. Thank you for voting.**

Read the Proxy Statement and have the voting instruction form below at hand. Please note that the telephone and Internet voting turns off at 11:59 p.m. ET the night before the meeting or cutoff date.

**To vote by Internet**

- 1) Go to website [www.proxyvote.com](http://www.proxyvote.com).
- 2) Follow the instructions provided on the website.

**To vote by Telephone**

- 1) Call 1-800-454-8683.
- 2) Follow the instructions.

**To vote by Mail**

- 1) Check the appropriate boxes on the voting instruction form below.
- 2) Sign and date the voting instruction form.
- 3) Return the voting instruction form in the envelope provided.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

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Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting. The following material is available at www.proxyvote.com: Notice and Proxy Statement and Annual Report

**The Board of Directors recommends a vote FOR all of the nominees listed (Proposal 1):**

1.	Election of Directors:	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1a.	Kevin Burke	..	..	..
1b.	Vincent A. Calarco	..	..	..
1c.	George Campbell, Jr.	..	..	..
1d.	Gordon J. Davis	..	..	..
1e.	Michael J. Del Giudice	..	..	..
1f.	Ellen V. Futter	..	..	..
1g.	John F. Hennessy III	..	..	..
1h.	John F. Killian	..	..	..
1i.	Eugene R. McGrath	..	..	..
1j.	Sally H. Piñero	..	..	..
1k.	Michael W. Ranger	..	..	..
1l.	L. Frederick Sutherland	..	..	..

PLEASE  HERE ONLY IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON

<b>The Board of Directors recommends a vote FOR Proposals 2, 3 and 4:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Ratification of appointment of independent accountants.	..	..	..
3. Approval of the Company's Long Term Incentive Plan.	..	..	..
4. Advisory vote to approve named executive officer compensation.	..	..	..
<b>The Board of Directors recommends a vote AGAINST Stockholder Proposal 5:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
5. End practice of benchmarking the CEOs total compensation to that of CEOs of peer companies.	..	..	..

Signature [PLEASE SIGN WITHIN BOX] Date