

CONSOLIDATED EDISON CO OF NEW YORK INC

Form 8-K

May 20, 2010

**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): May 17, 2010

**Consolidated Edison, Inc.**

(Exact name of registrant as specified in its charter)

New York  
(State or Other Jurisdiction

of Incorporation)

1-14514  
(Commission

File Number)

13-3965100  
(IRS Employer

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)

**13-5009340**  
(IRS Employer)

(of Incorporation)

(File Number)

(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))



**Item 5.07 Submission of Matters to a Vote of Security Holders.**  
**CON EDISON**

- (a) At the Annual Meeting of Stockholders of Consolidated Edison, Inc. ( Con Edison ) on May 17, 2010, its stockholders voted to elect the members of its Board of Directors, to ratify the appointment of its independent accountants, and not to adopt a stockholder s proposal.
- (b) The name of each director elected, the number of shares voted for or against each director and the number of abstentions as to each director were as shown in the following table. Not included in such amounts are 80,186,320 shares that were broker non-votes.

Name	For	Against	Abstentions
Kevin Burke	145,654,410	4,262,812	1,403,202
Vincent A. Calarco	146,961,153	2,884,998	1,474,273
George Campbell, Jr.	115,206,896	34,663,552	1,449,976
Gordon J. Davis	145,435,021	4,370,959	1,514,444
Michael J. Del Giudice	137,933,631	11,944,139	1,442,654
Ellen V. Futter	132,965,019	16,911,264	1,444,141
John F. Hennessy III	146,895,387	2,908,215	1,516,822
Sally Hernandez	145,358,745	4,493,263	1,468,416
John F. Killian	146,989,227	2,874,640	1,456,557
Eugene R. McGrath	146,331,004	3,609,985	1,379,435
Michael W. Ranger	147,027,994	2,784,096	1,508,334
L. Frederick Sutherland	140,426,428	9,445,518	1,448,478

- (c) The results of the vote to ratify the appointment of PricewaterhouseCoopers LLP as Con Edison s independent accountants for 2010 were as follows: 226,947,027 shares were voted for this proposal; 2,827,602 shares were voted against the proposal; and 1,732,115 shares were abstentions.

- (d) The following stockholder-proposed resolution was voted upon:

RESOLVED: That the stockholders recommend that the Board take the necessary steps that Con Edison specifically identify by name and corporate title in all future proxy statements those executive officers, not otherwise so identified, who are contractually entitled to receive in excess of \$500,000 annually as a base salary, together with whatever other additional compensation bonuses and other cash payments were due them.

The results of the vote on this proposal were as follows: 18,370,776 shares were voted for this proposal; 129,631,329 shares were voted against the proposal; 3,318,319 shares were abstentions; and 80,186,320 shares were broker non-votes.

**CECONY**

At the Annual Meeting of Stockholders of Consolidated Edison Company of New York, Inc. ( CECONY ) on May 17, 2009, all 235,488,094 outstanding shares of CECONY s common stock, which are owned by Con Edison, were voted to elect as the members of CECONY s Board of Trustees the same persons who, as indicated above, were elected as members of Con Edison s Board of Directors.

**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: May 20, 2010