

CONSOLIDATED EDISON CO OF NEW YORK INC  
Form 8-K  
May 19, 2011

**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 16, 2011

**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)

**Registrant's telephone number, including area code: (212) 460-4600**

**10003**  
(Zip Code)

# **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)

**Registrant's telephone number, including area code: (212) 460-4600**

**10003**  
(Zip Code)

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 16, 2011, its stockholders voted to elect the members of its Board of Directors; to ratify the appointment of its independent accountants; to approve, on an advisory basis, executive compensation and an advisory vote on executive compensation every year; 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 86,346,266 shares that were broker non-votes.

| Name                    | For         | Against    | Abstentions |
|-------------------------|-------------|------------|-------------|
| Kevin Burke             | 146,030,911 | 8,056,599  | 1,388,376   |
| Vincent A. Calarco      | 149,258,386 | 4,829,966  | 1,387,534   |
| George Campbell, Jr.    | 131,466,551 | 22,660,078 | 1,349,257   |
| Gordon J. Davis         | 151,072,413 | 2,977,973  | 1,425,500   |
| Michael J. Del Giudice  | 148,175,271 | 5,922,146  | 1,378,469   |
| Ellen V. Futter         | 144,486,860 | 9,623,307  | 1,365,719   |
| John F. Hennessy III    | 151,937,558 | 2,126,372  | 1,411,956   |
| Sally Hernandez         | 150,700,078 | 3,306,513  | 1,469,295   |
| John F. Killian         | 149,324,605 | 4,746,311  | 1,404,970   |
| Eugene R. McGrath       | 151,257,624 | 2,890,682  | 1,327,580   |
| Michael W. Ranger       | 152,145,079 | 1,894,925  | 1,435,882   |
| L. Frederick Sutherland | 152,109,997 | 1,975,540  | 1,390,349   |

- (c) The results of the vote to ratify the appointment of PricewaterhouseCoopers LLP as Con Edison s independent accountants for 2011 were as follows: 236,790,534 shares were voted for the proposal; 3,293,606 shares were voted against the proposal; and 1,738,012 shares were abstentions.
- (d) The results of the advisory vote on executive compensation were as follows: 140,382,398 shares were voted for the proposal; 12,143,788 shares were voted against the proposal; 2,949,700 shares were abstentions; and 86,346,266 shares were broker non-votes.
- (e) The results of the advisory vote on the frequency of the vote on executive compensation were as follows: 134,772,166 shares were voted for one year; 2,442,718 shares were voted for two years; 15,633,331 shares were voted for three years; 2,627,671 shares were abstentions; and 86,346,266 shares were broker non-votes. In light of this vote, each year until after the next vote of its stockholders on such frequency Con Edison shall include an annual advisory vote on executive compensation in its proxy materials.

- (f) 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: 23,992,826 shares were voted for the proposal; 128,176,448 shares were voted against the proposal; 3,306,612 shares were abstentions; and 86,346,266 shares were broker non-votes.

**CECONY**

At the Annual Meeting of Stockholders of Consolidated Edison Company of New York, Inc. ( CECONY ) on May 16, 2011, 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 19, 2011