

EDISON INTERNATIONAL

Form 4

January 06, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Clarke Mark

(Last) (First) (Middle)

2244 WALNUT GROVE AVENUE

(Street)

ROSEMEAD, CA 91770

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EDISON INTERNATIONAL [EIX]

3. Date of Earliest Transaction
(Month/Day/Year)

01/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2014		M ⁽¹⁾		5,161	A	\$ 21.875
Common Stock	01/02/2014		F ⁽¹⁾		3,621 ⁽²⁾	D	\$ 45.43
Common Stock	01/02/2014		M ⁽³⁾		1,363.1541	A	⁽⁴⁾ 3,753.1541
Common Stock	01/02/2014		F ⁽³⁾⁽⁵⁾		501	D	\$ 45.43
Common Stock	01/02/2014		D ⁽³⁾⁽⁵⁾		1.1541	D	\$ 45.43

Common Stock	7,344.3042 <u>(6)</u>	I	By Edison 401(k) Savings Plan
Common Stock	1,086	I	By Clarke Family Trust
Common Stock	5,800	I	By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Options (Right to Buy)	\$ 21.875	01/02/2014		M ⁽¹⁾	5,161	01/02/2008 01/02/2014	Common Stock	
Restricted Stock Units	<u>(4)</u>	01/02/2014		M ⁽³⁾	1,363.1541 <u>(7)</u>	01/02/2014 01/02/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Mark 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			Vice President and Controller	

Signatures

/s/ Mark C.
Clarke

01/06/2014

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) These transactions resulted from the involuntary, automatic exercise of in-the-money stock options immediately prior to their expiration by Edison International ("EIX") for the Reporting Person, pursuant to the options' terms and conditions.
 - (2) These shares were withheld by EIX for payment of the exercise price and the minimum tax withholding obligations.
 - (3) Pursuant to the terms of this award, these transactions were an automatic, scheduled payment. Only a portion of the award was actually paid in shares of EIX Common Stock, while a portion of the award was paid in cash only.
 - (4) 1 for 1: Each restricted stock unit is equal in value to one share of EIX Common Stock.
 - (5) These transactions are the portions of the award that were paid in cash only.
 - (6) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
 - (7) The holdings reported herein include additional restricted stock units acquired pursuant to dividend reinvestment and exempt from reporting under Section 16(a).

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.