

FOHRER ALAN J
Form 4
January 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FOHRER ALAN J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 800, 2244 WALNUT GROVE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, So. Cal. Edison Co.

ROSEMEAD, CA 91770

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | | 49,709 | I | By Fohrer Family Trust |
| Common Stock ⁽¹⁾ | 01/06/2006 | | M | 24,700 A | \$ 27.25 54,941 | D | |
| Common Stock | 01/06/2006 | | M | 16,477 A | \$ 28.125 71,418 | D | |
| Common Stock | 01/06/2006 | | M | 25,562 A | \$ 12.29 96,980 | D | |
| Common Stock | 01/06/2006 | | S | 7,100 D | \$ 44.99 89,880 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 01/06/2006 | S | 1,900 | D | \$ 44.98 | 87,980 | D |
| Common Stock | 01/06/2006 | S | 4,700 | D | \$ 44.97 | 83,280 | D |
| Common Stock | 01/06/2006 | S | 1,539 | D | \$ 44.96 | 81,741 | D |
| Common Stock | 01/06/2006 | S | 300 | D | \$ 44.95 | 81,441 | D |
| Common Stock | 01/06/2006 | S | 200 | D | \$ 44.94 | 81,241 | D |
| Common Stock | 01/06/2006 | S | 800 | D | \$ 44.91 | 80,441 | D |
| Common Stock | 01/06/2006 | S | 6,200 | D | \$ 44.9 | 74,241 | D |
| Common Stock | 01/06/2006 | S | 4,300 | D | \$ 44.89 | 69,941 | D |
| Common Stock | 01/06/2006 | S | 2,300 | D | \$ 44.88 | 67,641 | D |
| Common Stock | 01/06/2006 | S | 500 | D | \$ 44.87 | 67,141 | D |
| Common Stock | 01/06/2006 | S | 2,100 | D | \$ 44.86 | 65,041 | D |
| Common Stock | 01/06/2006 | S | 9,400 | D | \$ 44.85 | 55,641 | D |
| Common Stock | 01/06/2006 | S | 900 | D | \$ 44.84 | 54,741 | D |
| Common Stock | 01/06/2006 | S | 4,000 | D | \$ 44.83 | 50,741 | D |
| Common Stock | 01/06/2006 | S | 2,300 | D | \$ 44.82 | 48,441 | D |
| Common Stock | 01/06/2006 | S | 1,300 | D | \$ 44.81 | 47,141 | D |
| Common Stock | 01/06/2006 | S | 1,100 | D | \$ 44.8 | 46,041 | D |
| Common Stock | 01/06/2006 | S | 700 | D | \$ 44.78 | 45,341 | D |
| Common Stock | 01/06/2006 | S | 2,200 | D | \$ 44.77 | 43,141 | D |
| Common Stock | 01/06/2006 | S | 400 | D | \$ 44.76 | 42,741 | D |
| | 01/06/2006 | S | 6,900 | D | \$ 44.75 | 35,841 | D |

Common
Stock

Common Stock 01/06/2006 S 3,100 D \$ 44.74 32,741 D

Common Stock 01/06/2006 S 2,500 D \$ 44.73 30,241 D

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Non-Qualified Stock Options (right to buy) | \$ 27.25 | 01/06/2006 | | M | 24,700 | <u>(2)</u> | 01/02/2008 | Common Stock | 2 |
| Non-Qualified Stock Options (right to buy) | \$ 28.125 | 01/06/2006 | | M | 16,477 | <u>(3)</u> | 01/02/2009 ⁽⁴⁾ | Common Stock | 1 |
| Non-Qualified Stock Options (right to buy) | \$ 12.29 | 01/06/2006 | | M | 25,562 | <u>(5)</u> | 01/02/2013 | Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOHRER ALAN J P.O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770 | | | CEO, So. Cal. Edison Co. | |

Signatures

/s/ Fohrer, Alan
J.

01/09/2006

__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) Relationship of Reporting Person to Issuer: Southern California Edison Company is a subsidiary of Edison International.
- (2) The options vested in four equal annual installments beginning on January 2, 1999.
- (3) The options vested in four equal annual installments beginning on January 4, 2000.
- (4) The options were originally reported as expiring on January 4, 2009.
- (5) The options vest in four equal annual installments beginning on January 2, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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