

Edgar Filing: EDISON INTERNATIONAL - Form DEFA14A

EDISON INTERNATIONAL  
Form DEFA14A  
April 15, 2008

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULED 14A INFORMATION

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

Filed by the Registrant  X  
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 Pursuant to sec.240.14a-12

Edison International

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(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:

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

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11(a) (2) and  
forth the amount on which the filing fee is calculated and state how it was determined)

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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 0-11(a) (2) and  
filing for which the offsetting fee was paid previously. Identify the previous filing by registrant  
number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.

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(3) Filing Party:

(4) Date Filed:

The following letter was sent by Edison International to certain shareholders of its common stock on April 14, 2008.

Dear Shareholder,

The annual meeting of Edison International scheduled to be held on April 24, 2008 is quickly approaching. Your vote is extremely important, regardless of the number of shares of Edison International that you own.

**The Edison International Board of Directors and Management recommend that you vote "FOR" the proposals listed in the Joint Proxy Statement and "FOR" the ratification of the appointment of the Board of Directors.**

**For reasons stated below and explained in the Joint Proxy Statement, the Edison International Board of Directors and Management recommend that you vote "AGAINST" the shareholder proposal requesting a vote on executive compensation.**

- o Our long-standing competitive compensation structure has aligned executive compensation with shareholder value, as indicated by our strong five-year cumulative total shareholder return.
- o Shareholders can more clearly express their concerns and have a greater impact on our compensation practices by communicating directly with our Investor Relations department, Board of Directors, or individual members of the Compensation and Executive Personnel Committee (the "Committee").
- o The proposal would not provide the Board or its Committee with meaningful guidance on how to structure compensation structure or individual executive compensation payouts.
- o Because our executive compensation program is already strongly aligned with company performance, an advisory vote to ratify prior executive compensation is unnecessary, and could undermine the fundamental role of the Board and its Committee in formulating executive compensation policies and practices that reflect the interests of shareholders.

Thank you for your continued support.  
Very truly yours,

/s/ Barbara E. Mathews

Barbara E. Mathews  
Vice President, Associate General Counsel,  
Chief Governance Officer and Corporate Secretary

Your Vote Is Very Important!

You Can Vote by Mailing Your Proxy Card  
or  
You Can Vote by Internet or Telephone

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Vote by Internet  
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Vote by Telephone  
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[Keyboard Graphic]

[Telephone Graphic]

Follow these four easy steps to vote online:

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1. Read the proxy material and proxy card.
  2. Go to the voting website [www.eproxy.com/eix](http://www.eproxy.com/eix).
  3. Enter the 3-digit company number and 11-digit control number listed on your proxy card.
  4. Follow the instructions provided to vote.
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Follow these five easy steps to vote via telephone:

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1. Read the proxy material and proxy card.
  2. Please call toll-free 1-800-560-1965.
  3. Enter the 3 digit company number listed on your proxy card
  4. When prompted, enter the 11-digit control number listed on your proxy card.
  5. Follow the instructions provided to vote.
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