EDISON INTERNATIONAL

Form 4 March 05, 2014

FORM 4

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

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Clayton Janet

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

EDISON INTERNATIONAL [EIX]

(Middle)

(Check all applicable)

(Last)

(First)

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

Director

10% Owner Other (specify

2244 WALNUT GROVE AVENUE

03/03/2014

X__ Officer (give title below) below)

Senior Vice President

(Street)

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

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

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

Person

ROSEMEAD, CA 91770

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)		Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Instr. 8) Acquired (A or Disposed (D) (Instr. 3, 4, and 5)							
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S	
	Non-qualified Stock Options (Right to Buy)	\$ 51.9	03/03/2014		A		17,837		<u>(1)</u>	01/02/2024	Common Stock	17,	
	Restricted Stock Units	<u>(2)</u>	03/03/2014		A		1,227		01/03/2017	01/03/2017	Common Stock	1,2	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Clayton Janet

2244 WALNUT GROVE AVENUE Senior Vice President

ROSEMEAD, CA 91770

Signatures

/s/ Marga Rosso, attorney-in-fact for Janet Clayton 03/05/2014

**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) The options vest in four equal annual installments beginning on January 2, 2015, unless that date falls on a holiday or weekend, in which case the vesting date is the next business date on which the NYSE is open.
- (2) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.

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.

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