

Edgar Filing: EDISON INTERNATIONAL - Form DEFA14A

EDISON INTERNATIONAL  
Form DEFA14A  
April 21, 2009

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:

\_\_\_\_\_

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

\_\_\_\_\_

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

\_\_\_\_\_

- (4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_

- (5) Total fee paid:

\_\_\_\_\_

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement 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:
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(4)	Date Filed:
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[The following letter was sent by Edison International to certain shareholders of its common stock on April 20, 2009]

[Graphic omitted-Edison International letterhead]

April 17, 2009

Dear Shareholder,

The annual meeting of Edison International scheduled to be held on April 23, 2009 is quickly approaching. Your vote is extremely important, regardless of the number of shares of Edison International common stock that you own.

The Edison International Board of Directors recommends that you vote "FOR" the nominees for Directors listed in the Joint Proxy Statement, "FOR" the ratification of the appointment of the accounting firm, and "FOR" the management proposal to amend the 2007 Performance Incentive Plan.

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

- o Our competitive compensation structure has aligned executive compensation with shareholder value, which has resulted in adverse affects to executive incentive compensation during periods where we have experienced stock price and earnings declines.
- 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 A "yes" or "no" advisory vote would not provide the Board or its Committee with meaningful guidance as to our compensation structure or individual executive compensation payouts.
- o The proposal may conflict with proposed federal legislation and might inappropriately subject Edison International to standards that are different from those that may be enacted into law and applicable to members of our peer group.
- 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 principles and practices that reflect the interests of shareholders.

Thank you for your continued support.

Very truly yours,

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

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Your Vote Is Very Important!

Time is Running Out!

Please Vote by Internet or Telephone Today

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Vote by Internet  
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[Power Point Graphic omitted-  
keyboard image]

Follow these four easy steps to vote  
online:

- 
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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Vote by Telephone  
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[Power Point Graphic omitted-  
telephone image]

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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