

CRAVER THEODORE F JR
Form 4
December 01, 2004

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 *
CRAVER THEODORE F JR

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

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, CFO and Treas.

(Street)

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

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 (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) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|---|-----------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 11/29/2004 | | M ⁽¹⁾ | | 20,470 | A | \$ 0 | 20,470 | D | |
| Common Stock | 11/29/2004 | | F ⁽²⁾ | | 7,318.03 | D | \$ 32.04 | 13,151.97 | D | |
| Common Stock | 11/29/2004 | | D ⁽²⁾ | | 0.97 | D | \$ 32.04 | 13,151 | D | |
| Common Stock | | | | | | | | 55,000 | I | By Living Trust |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Deferred Stock Units | (3) | 11/29/2004 | | M ⁽¹⁾ | 20,470 | (4) (4) | Common Stock | 20,470 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRAVER THEODORE F JR P. O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770- | | | EVP, CFO and Treas. | |

Signatures

/s/ Craver, Jr.,
Theodore F. 11/30/2004

__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) Pursuant to the terms of the deferred stock units, this transaction was an automatic, scheduled payment. Only a portion of the units was actually paid with shares of Edison International Common Stock, while a portion of the units was payable in cash only.
- (2) These transactions are the portion of the deferred stock units that was payable in cash only.
- (3) 1 for 1: Each deferred stock unit is equal in value to one share of Edison International Common Stock.
- (4) The total original grant of these deferred stock units provided for vesting and payment in four equal annual installments beginning on November 29, 2002.

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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