

EDISON INTERNATIONAL
Form 4
December 17, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clarke Mark

(Last) (First) (Middle)

2244 WALNUT GROVE AVENUE

(Street)

ROSEMEAD, CA 91770

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EDISON INTERNATIONAL [EIX]

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

12/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President and Controller

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2014		M		7,312	A	\$ 31.935	10,688	D	
Common Stock	12/15/2014		M		8,551	A	\$ 44.295	19,239	D	
Common Stock	12/15/2014		M		7,108	A	\$ 47.41	26,347	D	
Common Stock	12/15/2014		M		18,622	A	\$ 33.3	44,969	D	
Common Stock	12/15/2014		S		41,593	D	\$ 63.3218 (1)	3,376	D	

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Common Stock	12/15/2014	S	600	D	\$ 63.3	5,200	I	By IRA
Common Stock	12/15/2014	S	5,200	D	\$ 63.29	0	I	By IRA
Common Stock						7,321.0097 (2)	I	By Edison 401(k) Savings Plan
Common Stock						1,086	I	By Clarke Family Trust

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 Shares
Non-qualified Stock Options (Right to Buy)	\$ 31.935	12/15/2014		M		7,312		<u>(3)</u>	01/02/2015	Common Stock	7,312
Non-qualified Stock Options (Right to Buy)	\$ 44.295	12/15/2014		M		8,551		<u>(4)</u>	01/04/2016	Common Stock	8,551
Non-qualified Stock Options (Right to Buy)	\$ 47.41	12/15/2014		M		7,108		<u>(5)</u>	01/03/2017	Common Stock	7,108
Non-qualified Stock Options (Right to Buy)	\$ 33.3	12/15/2014		M		18,622		<u>(6)</u>	01/02/2020	Common Stock	18,622

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Mark 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			Vice President and Controller	

Signatures

/s/ Marga Rosso, Attorney-in-Fact for Mark C. Clarke 12/17/2014

____ 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).

- This transaction was executed in multiple trades at prices ranging from \$63.00 to \$63.57. The price reported reflects the weighted average
- (1) sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares and the separate prices at which the transaction was effected.
 - (2) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
 - (3) 3,656 of the options vested on January 2, 2006, and 3,656 of the options vested on January 2, 2007.
 - (4) The options vested in four equal annual installments beginning on January 2, 2007.
 - (5) The options vested in four equal annual installments beginning on January 2, 2008.
 - (6) The options vested in four equal annual installments beginning on January 2, 2011.

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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