

EDISON INTERNATIONAL
Form 4
December 22, 2014

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 *
PIZARRO PEDRO

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)
2244 WALNUT GROVE AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2014

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President So. Cal. Edison Co.

(Street)
ROSEMEAD, CA 91770

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	12/19/2014		M		25,196	A	\$ 49.95	31,442	D	
Common Stock	12/19/2014		M		19,007	A	\$ 51.38	50,449	D	
Common Stock	12/19/2014		M		21,501	A	\$ 47.41	71,950	D	
Common Stock	12/19/2014		M		14,106	A	\$ 33.3	86,056	D	
Common Stock	12/19/2014		M		31,887	A	\$ 37.96	117,943	D	

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Common Stock	12/19/2014	M	49,138	A	\$ 43.1	167,081	D
Common Stock	12/19/2014	S	135,750	D	\$ 65.0446 <u>(2)</u>	31,331	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Options (Right to Buy)	\$ 47.41	12/19/2014		M	21,501	<u>(3)</u> 03/31/2015	Common Stock	21,501	
Non-qualified Stock Options (Right to Buy)	\$ 49.95	12/19/2014		M	25,196	<u>(4)</u> 03/31/2015	Common Stock	25,196	
Non-qualified Stock Options (Right to Buy)	\$ 51.38	12/19/2014		M	19,007	<u>(4)</u> 03/31/2015	Common Stock	19,007	
Non-qualified Stock Options (Right to Buy)	\$ 33.3	12/19/2014		M	14,106	<u>(5)</u> 03/31/2015	Common Stock	14,106	
Non-qualified Stock Options (Right to Buy)	\$ 37.96	12/19/2014		M	31,887	<u>(6)</u> 03/31/2015	Common Stock	31,887	
Non-qualified Stock Options (Right to Buy)	\$ 43.1	12/19/2014		M	49,138	<u>(7)</u> 03/31/2015	Common Stock	49,138	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIZARRO PEDRO 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			President So. Cal. Edison Co.	

Signatures

/s/ Marga Rosso, Attorney-in-fact for Pedro J. Pizarro	12/23/2014
<u> </u> 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) Relationship of Reporting Person to Issuer: Southern California Edison Company (SCE) is a subsidiary of Edison International.
This transaction was executed in multiple trades at prices ranging from \$64.68 to \$65.32. The price reported reflects the weighted average 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 options vested in four equal annual installments beginning on January 2, 2008; however, if January 2 fell on a holiday or weekend, the vesting date was the next succeeding business day.
- (3) The options vested in four equal annual installments beginning on January 2, 2009; however, if January 2 fell on a holiday or weekend, the vesting date was the next succeeding business day.
- (4) The options vested in four equal annual installments beginning on January 2, 2011; however, if January 2 fell on a holiday or weekend, the vesting date was the next succeeding business day.
- (5) The options vested in four equal installments beginning on January 2, 2012 and thereafter on January 2, 2013, January 2, 2014, and March 31, 2014.
- (6) One-fourth of the options vested on January 2, 2013, one-fourth of the options vested on January 2, 2014, and the remaining options vested on March 31, 2014.
- (7)

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.