

EDISON INTERNATIONAL
Form 8-K
February 27, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 21, 2006

EDISON INTERNATIONAL
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction
of incorporation)

001-9936
(Commission
File Number)

95-4137452
(I.R.S. Employer
Identification No.)

2244 Walnut Grove Avenue
(P.O. Box 800)
Rosemead, California 91770
(Address of principal executive offices, including zip code)

626-302-2222
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01 Entry into a Material Definitive Agreement

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On February 21, 2006, the Edison International Compensation and Executive Personnel Committee ("Committee") approved the award of long-term incentives for 2006 to executive officers of Edison International and its affiliates. As in recent years, these long-term incentive awards will have two components: Edison International nonqualified stock options comprising 75% of the award value and Edison International performance shares comprising 25% of the award value. A copy of the Edison International 2006 Long-Term Incentives Terms and Conditions is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On February 21, 2006, the Committee also approved cash bonuses for 2005 for Edison International executive officers. The executive officers listed below are the individuals that will be designated as Edison International's named executive officers in its proxy statement for the 2006 annual meeting of shareholders. The 2005 cash bonus for each of the named executive officers is as follows:

| Named Executive Officer | 2005 Cash Bonus |
|---|-----------------|
| John E. Bryson, Chairman of the Board, President and Chief Executive Officer of Edison International and Chairman of the Board of SCE | \$2,100,000 |
| Theodore F. Craver, Jr., Chairman of the Board, President and Chief Executive Officer of Edison Mission Energy | \$798,000 |
| Alan J. Fohrer, Chief Executive Officer of SCE | \$745,000 |
| Thomas R. McDaniel, Executive Vice President, Chief Financial Officer and Treasurer of Edison International | \$700,000 |
| John R. Fielder, President of SCE | \$422,000 |
| Robert G. Foster, former President of SCE (1) | \$521,407 |

(1) Mr. Foster resigned as President of SCE on September 30, 2005 and retired from SCE in 2005.

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Item 9.01. Financial Statements and Exhibits

(c) Exhibits

See the Exhibit Index below.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by its duly authorized officer.

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this report to be signed on its behalf by the undersigned hereunto duly authorized.

EDISON INTERNATIONAL
(Registrant)

/s/ Linda G. Sullivan

Linda G. Sullivan
Vice President and Controller

Date: February 27, 2006

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EXHIBIT INDEX

| <i>Exhibit No.</i> | <i>Description</i> |
|---------------------------|---|
| 99.1 | Edison International 2006 Long-Term Incentives Terms and Conditions |