### Edgar Filing: EDISON INTERNATIONAL - Form 4

EDISON IN Form 4	NTERNATIONA	L									
February 28	8, 2014										
FOR	ЛЛ								OMB API	PROVAL	
	UNITED		AND EXCHA n, D.C. 20549	MMISSION	OMB Number:	3235-0287					
Check this box if no longer							Expires:	January 31, 2005			
subject Section Form 4	to <b>SIAIE</b> 16.	MENT O	Estimated average burden hours per								
Form 5 obligati may co	Filed pu	Public	16(a) of Utility Ho Investmen	response	0.5						
(Print or Type	e Responses)										
CRAVER THEODORE F JR Symbol			l	nd Ticker or Trad	-	Iss	Relationship of Reporting Person(s) to suer				
							(Check all applicable)				
				/Day/Year)	Transaction			C Director 10% Owner C Officer (give title Other (specify below) Chairman, President and CEO			
				(Month/Day/Year) Ap				Individual or Joint/Group Filing(Check oplicable Line) (_ Form filed by One Reporting Person			
ROSEME	AD, CA 91770							Form filed by Mo	re than One Repo	orting	
(City)	(State)	(Zip)	Та	ble I - Non	-Derivative Secu	rities .	Acquire	ed, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution Date, if			Code	4. Securities Acc orDisposed of (D) (Instr. 3, 4 and 5	-	(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/26/2014			А	10,760.3176 (1)	А	\$0	44,277.3176	D		
Common Stock	02/26/2014			D	5,380.3176 (1) (2)	D	\$ 46.3 (3)	38,897	D		
Common Stock	02/26/2014			F	2,808 (1) (4)	D	\$ 46.3 (3)	36,089	D		
Common Stock								185,814	I	By Living Trust	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or 1		
						Exercisable	Exercisable Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships							
		Director	10% Owner	Officer	Other				
CRAVER THEODORE F JR 2244 WALNUT GROVE AV ROSEMEAD, CA 91770	ENUE	Х		Chairman, President and CEO					
Signatures									
/s/ Theodore F. Craver, Jr.	02/28	/2014							
<b>**</b> Signature of Reporting	Dat	e							

Person

# **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). \*\*

These transactions report the payment of performance shares with a three-year performance measurement period that were not derivative securities reportable under Section 16. Pursuant to the terms of this award, these transactions were an automatic, scheduled payment.

- (1) Only a portion of the award was actually paid in shares of Edison International Common Stock, while a portion of the award was paid in cash only.
- (2) This transaction reports the portion of the award that was paid in cash only.
- The price reported was determined on December 31, 2013, the last day of the three-year performance measurement period for the (3) performance shares.

(4) This transaction reports the shares witheld by the issuer for the payment of taxes on the portion of the award that was paid in Edison International Common Stock.

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.