

EDISON INTERNATIONAL
Form 4
December 22, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PIZARRO PEDRO

(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)

12/19/2014

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)

President So. Cal. Edison Co.

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 ⁽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 (2)	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 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)	\$ 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

__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

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

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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