

EDISON INTERNATIONAL
Form 4
May 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DANNER BRYANT C

(Last) (First) (Middle)
P. O. BOX 800, 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)
05/10/2005

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)
EVP and Gen. Counsel

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 | 05/10/2005 | | M | | 150,000 | A | \$ 20.0625 |
| Common Stock | 05/10/2005 | | S | | 400 | D | \$ 37.4 |
| Common Stock | 05/10/2005 | | S | | 200 | D | \$ 37.39 |
| Common Stock | 05/10/2005 | | S | | 100 | D | \$ 37.37 |
| Common Stock | 05/10/2005 | | S | | 500 | D | \$ 37.34 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 05/10/2005 | S | 1,200 | D | \$ 37.33 | 147,600 | D |
| Common Stock | 05/10/2005 | S | 800 | D | \$ 37.31 | 146,800 | D |
| Common Stock | 05/10/2005 | S | 27,200 | D | \$ 37.3 | 119,600 | D |
| Common Stock | 05/10/2005 | S | 2,900 | D | \$ 37.29 | 116,700 | D |
| Common Stock | 05/10/2005 | S | 4,200 | D | \$ 37.28 | 112,500 | D |
| Common Stock | 05/10/2005 | S | 6,400 | D | \$ 37.27 | 106,100 | D |
| Common Stock | 05/10/2005 | S | 11,000 | D | \$ 37.26 | 95,100 | D |
| Common Stock | 05/10/2005 | S | 95,100 | D | \$ 37.25 | 0 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|----------|---|--|
| Common Stock | | | | | | 96,731 | I | By Danner Living Trust |
| Common Stock | | | | | | 6,166.52 | I | By Edison 401(k) Savings Plan ⁽¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|--------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount |
| Non-Qualified | \$ 20.0625 | 05/10/2005 | | M | 150,000 | ⁽²⁾ | 05/18/2010 | Common | 15 |

Stock Option
(right to buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DANNER BRYANT C P. O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770- | | | EVP and Gen. Counsel | |

Signatures

/s/ Danner,
Bryant C. 05/11/2005

__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) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
The options vest in four equal annual installments beginning on May 18, 2002, but are not exercisable until May 18, 2005, unless the
- (2) average closing price of the underlying Edison International Common Stock for 20 consecutive trading days equals or exceeds \$25.00 per share.

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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