

EDISON INTERNATIONAL
Form 4
May 15, 2008

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 *
BRYSON JOHN E

(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)
05/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 05/13/2008 | | M | | 2,700 | A | \$ 28.125 30,669 |
| Common Stock | 05/13/2008 | | S | | 2,700 | D | \$ 52.6 27,969 |
| Common Stock | 05/14/2008 | | M | | 225,100 | A | \$ 28.125 253,069 |
| Common Stock | 05/14/2008 | | S | | 52,991 | D | \$ 52.55 200,078 |
| Common Stock | 05/14/2008 | | S | | 400 | D | \$ 52.5525 199,678 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|------------------------|---|
| Common Stock | 05/14/2008 | S | 3,000 | D | \$ 52.555 | 196,678 | D |
| Common Stock | 05/14/2008 | S | 17,400 | D | \$ 52.56 | 179,278 | D |
| Common Stock | 05/14/2008 | S | 1,900 | D | \$ 52.5625 | 177,378 | D |
| Common Stock | 05/14/2008 | S | 4,200 | D | \$ 52.565 | 173,178 | D |
| Common Stock | 05/14/2008 | S | 9,300 | D | \$ 52.57 | 163,878 | D |
| Common Stock | 05/14/2008 | S | 700 | D | \$ 52.575 | 163,178 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 52.577 | 163,078 | D |
| Common Stock | 05/14/2008 | S | 400 | D | \$ 52.5775 | 162,678 | D |
| Common Stock | 05/14/2008 | S | 6,925 | D | \$ 52.58 | 155,753 | D |
| Common Stock | 05/14/2008 | S | 500 | D | \$ 52.585 | 155,253 | D |
| Common Stock | 05/14/2008 | S | 2,177 | D | \$ 52.59 | 153,076 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 52.592 | 152,976 | D |
| Common Stock | 05/14/2008 | S | 900 | D | \$ 52.6 | 152,076 | D |
| Common Stock | 05/14/2008 | S | 1,600 | D | \$ 52.61 | 150,476 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 52.62 | 150,376 | D |
| Common Stock | 05/14/2008 | S | 1,067 | D | \$ 52.63 | 149,309 | D |
| Common Stock | 05/14/2008 | S | 300 | D | \$ 52.64 | 149,009 | D |
| Common Stock | 05/14/2008 | S | 300 | D | \$ 52.65 | 148,709 | D |
| Common Stock | 05/14/2008 | S | 100 | D | \$ 52.66 | 148,609 | D |
| Common Stock | 05/14/2008 | S | 1,300 | D | \$ 52.67 | 147,309 ⁽¹⁾ | D |
| | | | | | | 21,966.6 | I |

| | | | | | | |
|--------------|--|---------|---|--|--|--|
| Common Stock | | | | | | By Edison 401(k) Savings Plan ⁽²⁾ |
| Common Stock | | 296,358 | I | | | By Living Trust |
| Common Stock | | 4,500 | I | | | By Father's Trust ⁽³⁾ |
| Common Stock | | 10,500 | I | | | By Mother's Trust ⁽⁴⁾ |
| Common Stock | | 200 | I | | | By Spouse |

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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Am Num Sha |
| Non-Qualified Stock Options (right to buy) | \$ 28.125 | 05/13/2008 | | M | 2,700 | ⁽⁵⁾ 01/02/2009 | Common Stock 2 |
| Non-Qualified Stock Options (right to buy) | \$ 28.125 | 05/14/2008 | | M | 225,100 | ⁽⁵⁾ 01/02/2009 | Common Stock 22 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

BRYSON JOHN E
P.O. BOX 800
2244 WALNUT GROVE AVENUE
ROSEMEAD, CA 91770

X

Chairman & CEO

Signatures

Marga Rosso, Attorney-in-Fact for John E.
Bryson

05/15/2008

__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).

Because the electronic reporting system limits the number of line entries to report transactions in Table 1, Reporting Person is filing a second Form 4 today to report additional transactions that occurred on 5/14/08. This is one, and the first filed, of two Forms 4 for such transactions. The second Form 4 being filed today includes additional sales of Common Stock in the respective amounts of 1,100, 400,

- (1) 200, 1,290, 900, 2,100, 200, 500, 100, 61,774, 3,600, 700, 600, 14,809, 4,400, 3,250, 800, 625, 7,950, 4,092, 5,000, 1,100, and 3,850, at the respective prices of \$52.68, \$52.69, \$52.70, \$52.71, \$51.72, \$52.73, \$52.735, \$52.737, \$52.7375, \$52.75, \$52.755, \$52.757, \$52.7575, \$52.76, \$52.77, \$52.775, \$52.777, \$52.7775, \$52.78, \$52.79, \$52.795, \$52.797, and \$52.80, resulting in a final balance of 27,969.00 shares of Common Stock beneficially owned on 5/14/08.
- (2) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
- (3) Reporting Person is Trustee.
- (4) Reporting Person is Co-Trustee.
- (5) The options vested in four equal annual installments beginning on January 2, 2000.
- (6) Exhibit List: Exhibit 24 - Power of Attorney

Remarks:

ONE OF TWO FORMS 4 FOR 05/13/08.

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.