

Clarke Mark
Form 4
January 05, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clarke Mark

(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)

01/03/2012

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 ____ Other (specify
below) below)

Vice President and Controller

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)
Common Stock	01/03/2012		M ⁽¹⁾	1,602.8027	A	2,166.8027	D
Common Stock	01/03/2012		F ⁽¹⁾⁽³⁾	671.2538	D	\$ 41.36	1,495.5489 D
Common Stock	01/03/2012		D ⁽¹⁾⁽³⁾	0.5489	D	\$ 41.36	1,495 D
Common Stock						1,086	I

By
Clarke
Family
Trust

I

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Common Stock	7,419.9425 <u>(4)</u>		By Edison 401(k) Savings Plan
Common Stock	5,800	I	By IRA

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(2)	01/03/2012(5)		M(1)		1,602.8027	(6)	(5)	(5)	Common Stock	1,602.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Clarke Mark 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770	Vice President and Controller

Signatures

/s/ Mark C.
Clarke 01/05/2012

__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)

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Pursuant to the terms of this award, these transactions were an automatic, scheduled payment. 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) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.
- (3) These transactions are the portions of the award that were paid in cash only.
- (4) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
The award terms and conditions provide that the restricted stock units vest and become payable on January 2, 2012; however, they further
- (5) provide that if the referenced date falls on a weekend or holiday, the date shall be the next succeeding business day, which is January 3, 2012.
- (6) The holdings reported herein include additional restricted stock units acquired pursuant to dividend reinvestment and exempt from reporting under Section 16(a).

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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