EDISON INTERNATIONAL

Form 4 May 20, 2005

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

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

See Instruction 1(b).

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obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * CORDOVA FRANCE A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

05/19/2005

EDISON INTERNATIONAL [EIX]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) X_ Director

(A)

or

10% Owner Officer (give title Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

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UNIVERSITY OF CALIFORNIA, RIVERSIDE, 4108 HINDERAKER **HALL**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

RIVERSIDE, CA 92521

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

6. Date Exercisable and 7. Title and Amour Underlying Securit

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 37.08	05/19/2005		A	2,500 (1)	05/19/2005	05/19/2015	Common Stock	2,5
Phantom Stock	<u>(2)</u>	05/19/2005		A	2,000 (1)	(3)	(3)	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CORDOVA FRANCE A UNIVERSITY OF CALIFORNIA, RIVERSIDE 4108 HINDERAKER HALL RIVERSIDE, CA 92521

X

Signatures

By: Eileen B. Guerrero, Attorney-in-Fact for 05/20/2005

**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).
- These phantom stock units, also called deferred stock units, and these non-qualified stock options were granted to the Reporting Person upon re-election as a director at the Issuer's annual meeting and were authorized under the Equity Compensation Plan approved by EIX shareholders on April 16, 1998.
- (2) 1 for 1: Each phantom stock unit is equal in value to one share of Edison International Common Stock.
- (3) The phantom stock units are to be settled upon the Reporting Person's retirement, resignation or death.
- (4) Includes additional phantom 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. 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.

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