

FOSTER ROBERT GARY

Form 4

January 04, 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
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSTER ROBERT GARY

(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)

12/31/2004

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)

Pres., So. Calif. 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⁾	12/16/2004		G ⁽²⁾	V	6,915	D	\$ 0	0	D
Common Stock	12/31/2004		A ⁽³⁾		22,206	A	\$ 0	22,206	D
Common Stock	12/31/2004		D ⁽³⁾⁽⁴⁾		11,103	D	\$ 32.195	11,103	D
Common Stock	12/31/2004		F ⁽³⁾⁽⁴⁾		4,330.28	D	\$ 32.195	6,772.72	D
Common Stock	12/31/2004		D ⁽³⁾⁽⁴⁾		0.72	D	\$ 32.195	6,772	D

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Common Stock	12/16/2004	G ⁽²⁾	V	6,915	A	\$ 0	6,915	I	By Foster Living Trust
Common Stock							5,610.63	I	By Edison 401(k) Savings Plan ⁽⁵⁾

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 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)	\$ 31.935	01/03/2005		A		51,206		<u>(6)</u>	01/02/2015	Common Stock	51,206

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOSTER ROBERT GARY P.O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770	Pres., So. Calif. Edison Co.

Signatures

By: Eileen B. Guerrero,
Attorney-in-Fact for 01/04/2005

 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) Relationship of Reporting Person to Issuer: Southern California Edison Company is a subsidiary of Edison International.

(2) These transactions are transfers from the Reporting Person's name to a trust.

These transactions resulted from the payment of performance shares with a three-year performance measurement period that were not derivative securities reportable under Section 16. 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.

(4) These transactions are the portions of the award that were paid in cash only.

(5) The holdings reported herein are as of the statement date of this report, and include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).

(6) The options vest in four equal annual installments beginning January 2, 2006.

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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