

EDISON INTERNATIONAL
Form 4
March 19, 2015

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 *
SUTTON THOMAS C

2. Issuer Name and Ticker or Trading Symbol
EDISON INTERNATIONAL [EIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2244 WALNUT GROVE AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2015

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

ROSEMEAD, CA 91770

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/17/2015		M	A	29,022.642 (1)	D	
Common Stock	03/17/2015		M	A	31,522.642 (1)	D	
Common Stock	03/17/2015		M	A	34,022.642 (1)	D	
Common Stock	03/17/2015		M	A	36,522.642 (1)	D	
Common Stock	03/17/2015		M	A	39,022.642 (1)	D	
	03/17/2015		S	D	12,500	D	

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Common Stock \$ 26,522.642
63.781 ⁽¹⁾
(2)

Common Stock 43,354.927 ⁽¹⁾ I By Sutton Family Trust

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.08	03/17/2015		M	2,500	05/19/2005 05/19/2015	Common Stock	2,500	
Non-qualified Stock Options (Right to Buy)	\$ 40.05	03/17/2015		M	2,500	04/27/2006 04/27/2016	Common Stock	2,500	
Non-qualified Stock Options (Right to Buy)	\$ 53.57	03/17/2015		M	2,500	04/26/2007 04/26/2017	Common Stock	2,500	
Non-qualified Stock Options (Right to Buy)	\$ 52.78	03/17/2015		M	2,500	04/24/2008 04/24/2018	Common Stock	2,500	
Non-qualified Stock Options (Right to Buy)	\$ 28	03/17/2015		M	2,500	04/23/2009 04/23/2019	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTON THOMAS C 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770		X		

Signatures

/s/ Nihal Perera, attorney-in-fact for Thomas C.
Sutton

03/19/2015

__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) Includes shares acquired under the issuer's Dividend Reinvestment and Direct Stock Purchase Plan that are exempt from reporting under Section 16(a).

This transaction was executed in multiple trades at prices ranging from \$63.49 to \$64.03. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares and the separate prices at which the transaction was effected.

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.