

Clayton Janet
Form 4
May 08, 2013

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 *
Clayton Janet

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)
05/06/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/06/2013 | | M | | 5,698 | A | \$ 38.75 |
| Common Stock | 05/06/2013 | | M | | 5,927 | A | \$ 43.1 |
| Common Stock | 05/06/2013 | | S | | 11,625 | D | \$ 51.665 |
| | | | | | | | 0 |

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

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(9-02)

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-qualified Stock Options (Right to Buy) | \$ 38.75 | 05/06/2013 | | M | 5,698 | <u>(2)</u> 01/04/2021 | Common Stock | 5,698 |
| Non-qualified Stock Options (Right to Buy) | \$ 43.1 | 05/06/2013 | | M | 5,927 | <u>(3)</u> 01/03/2022 ⁽⁴⁾ | Common Stock | 5,927 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clayton Janet 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770 | | | Senior Vice President | |

Signatures

/s/ Janet Clayton 05/08/2013
 **Signature of Date
 Reporting Person

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).
- This transaction was executed in multiple trades at prices ranging from \$51.64 to \$51.70. The price reported above reflects the weighted
- (1) 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.
 - (2) The options vested on January 2, 2013; the remaining options will vest in two equal annual installments beginning on January 2, 2014.
 - (3) The options vested on January 2, 2013; the remaining options will vest in three equal annual installments beginning on January 2, 2014, unless January 2 falls on a holiday or weekend, in which case the vesting date is the immediately preceding business date on which the NYSE is open.

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- (4) The expiration date of the options was originally reported as January 2, 2022; however, since the referenced date falls on a Sunday, the date will be the next succeeding business day, which is January 3, 2022.

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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