

EDISON INTERNATIONAL
Form 3
June 10, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Payne Kevin M</p> <p>(Last) (First) (Middle)</p> <p>2244 WALNUT GROVE AVENUE</p> <p>(Street)</p> <p>ROSEMEAD, CA 91770</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EDISON INTERNATIONAL [EIX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO, So. Cal. Edison Co.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 2,250.058 | D | ^ |
| Common Stock | 3,123.2479 | I | By Edison 401(k) Savings Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Non-qualified Stock Options (Right to Buy) | Â (2) | 01/03/2023 | Common Stock | 13,790 | \$ 48.48 | D | Â |
| Non-qualified Stock Options (Right to Buy) | Â (3) | 01/02/2024 | Common Stock | 13,159 | \$ 51.9 | D | Â |
| Non-qualified Stock Options (Right to Buy) | Â (4) | 01/02/2024 | Common Stock | 2,319 | \$ 56.61 | D | Â |
| Non-qualified Stock Options (Right to Buy) | Â (5) | 01/02/2025 | Common Stock | 16,195 | \$ 63.72 | D | Â |
| Non-qualified Stock Options (Right to Buy) | Â (6) | 01/02/2026 | Common Stock | 16,882 | \$ 66.88 | D | Â |
| Restricted Stock Units | 01/03/2017 | 01/03/2017 | Common Stock | 1,080 | \$ (7) | D | Â |
| Restricted Stock Units | 01/02/2018 | 01/02/2018 | Common Stock | 961 | \$ (7) | D | Â |
| Restricted Stock Units | 01/02/2019 | 01/02/2019 | Common Stock | 980 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Payne Kevin M 2244 WALNUT GROVE AVENUE ROSEMead, CA 91770 | Â | Â | Â CEO, So. Cal. Edison Co. | Â |

Signatures

/s/ Kevin Payne 06/09/2016

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 (SCE) is a subsidiary of Edison International.
- (2) 4,597 options vested on January 2, 2015, 4,597 options vested on January 4, 2016 and 4,596 will vest on January 3, 2017.
- (3) 3,290 options vested on January 2, 2015, 3,290 options vested on January 4, 2016 and the rest will vest in two equal annual installments on January 3, 2017 and January 2, 2018.
- (4) 580 options vested on January 2, 2015, 580 options vested on January 4, 2016 and the rest will vest in two equal annual installments on January 3, 2017 and January 2, 2018.
- (5)

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4,049 options vested on January 4, 2016 and the rest will vest in three equal annual installments on January 3, 2017, January 2, 2018 and January 2, 2019.

- (6) The options vest in four equal annual installments on January 3, 2017, January 2, 2018, January 2, 2019, and January 2, 2020.
- (7) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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