

CRAVER THEODORE F JR
Form 4
January 04, 2005

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 *
CRAVER THEODORE F JR

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)
P. O. BOX 800, 2244 WALNUT GROVE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chrm., Pres. &CEO, EME

(Street)
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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	12/21/2004		G ⁽²⁾	V	13,151	D	\$ 0
Common Stock	12/31/2004		A ⁽³⁾		39,846	A	\$ 0
Common Stock	12/31/2004		D ⁽³⁾⁽⁴⁾		19,923	D	\$ 32.195
Common Stock	12/31/2004		F ⁽³⁾⁽⁴⁾		3,684.49	D	\$ 32.195
Common Stock	12/31/2004		D ⁽³⁾⁽⁴⁾		0.51	D	\$ 32.195

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Common Stock 12/21/2004 G⁽²⁾ V 13,151 A \$ 0 68,151 I By Living 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	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)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Options (right to buy)	\$ 31.935	01/03/2005		A		100,644	(<u>5</u>)	01/02/2015	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAVER THEODORE F JR P. O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770-			Chrm., Pres. &CEO, EME	

Signatures

/s/ Craver, Jr., 01/04/2005
Theodore F.

**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).
- Mr. Craver resigned as Executive Vice President, Chief Financial Officer and Treasurer of Edison International, and became Chairman, (1) President and Chief Executive Officer of Edison Mission Energy, and Chief Executive Officer of Edison Capital, subsidiaries of Edison International, January 1, 2005.

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- (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 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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