

EDISON INTERNATIONAL  
Form 4  
February 27, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Clarke Mark

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)  
02/25/2015

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President and Controller

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2015		A		2,148.0695 <u>(1)</u>	A	\$ 0
Common Stock	02/25/2015		D		1,075.0695 <u>(1) (2)</u>	D	\$ 64.89 <u>(3)</u>
Common Stock	02/25/2015		F		406 <u>(1) (4)</u>	D	\$ 64.89 <u>(3)</u>
Common Stock						I	7,316.8562 <u>(5)</u>

By Edison 401(k)



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- These transactions report 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.
- (1) 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.
  - (2) This transaction is the portion of the award that was paid in cash only.
  - (3) The price reported was determined on December 31, 2014, the last day of the three-year performance measurement period for the performance shares.
  - (4) This transaction reports the shares withheld by the issuer for the payment of taxes on the portion of the award that was paid in Edison International Common Stock.
  - (5) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).

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.