

FIELDER JOHN R
Form 4/A
December 31, 2008

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIELDER JOHN R

(Last) (First) (Middle)

P. O. BOX 800, 2244 WALNUT
GROVE AVENUE

(Street)

ROSEMEAD, CA 91770

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EDISON INTERNATIONAL [EIX]

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

12/29/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres., So. Calif Edison Co.

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

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 ⁽¹⁾	12/29/2008		M	14,402	A \$ 28.125 14,402	D	
Common Stock	12/29/2008		S	14,402	D \$ 30.4593 0	D	
Common Stock					13,295.8489	I	By Edison 401(k) Savings Plan ⁽³⁾
					14,887	I	

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Common
Stock

By
Fielder
Van
Horik
Living
Trust

Common
Stock

3,152 I

By
Living
Trust ⁽⁴⁾

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
Non-qualified Stock Options (Right to Buy)	\$ 28.125	12/29/2008		M	14,402	⁽⁵⁾ 01/02/2009 ⁽⁶⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
FIELDER JOHN R P. O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770	Director 10% Owner Officer Other
	Pres., So. Calif Edison Co.

Signatures

/s/ Marga Rosso, attorney-in-fact for John R.
Fielder

12/31/2008

 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) Relationship of Reporting Person to Issuer: Southern California Edison Company is a subsidiary of Edison International.
This transaction was executed in multiple trades at prices ranging from \$30.45 to \$30.50. The price reported above 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.
- (2) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
- (3) This is the Reporting Person's Mother's trust; Reporting Person is a co-trustee.
- (4) The options were originally reported as vesting in four equal annual installments beginning on January 4, 2000. The options vested in four equal annual installments beginning on January 2, 2000.
- (5) The expiration date of the options was originally reported as January 4, 2009, which is a Sunday. The expiration date is therefore January 2, 2009.
- (6)

Remarks:

This amendment is being filed solely to add the Power of Attorney authorizing the attorney-in-fact to file on behalf of the Rep

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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