

SUTTON THOMAS C

Form 4

January 03, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUTTON THOMAS C

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)
01/02/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

ROSEMEAD, CA 91770

(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	01/02/2013		M ⁽¹⁾		2,458.6692	A	<u>(2)</u> 21,211.6762 <u>(3)</u>	D
Common Stock	01/02/2013		D ⁽⁴⁾		0.6692	D	\$ 46.01 <u>(3)</u> 21,211.007 <u>(3)</u>	D
Common Stock							40,887.597 <u>(3)</u>	I By Sutton Family Trust

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	(2)	01/02/2013		M(1)	2,458.6692 (5)	(6)	(6)	Common Stock	2,458.6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTON THOMAS C 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			X	

Signatures

/s/ Marga Rosso, attorney-in-fact for Thomas C.
Sutton

01/03/2013

____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) Transaction code "X" is also applicable to this transaction.

(2) 1 for 1: Each phantom stock unit, also called a deferred stock unit, is equal in value to one share of Edison International Common Stock.

(3) Includes shares acquired under the issuer's Dividend Reinvestment and Direct Stock Purchase Plan which are exempt from reporting under Section 16(a).

(4) This transaction was the automatic cash-out of a fractional share by the issuer.

(5) Includes additional phantom stock units acquired pursuant to dividend reinvestment and exempt from reporting under Section 16(a).

(6) The phantom stock units are settled upon the Reporting Person's retirement, resignation, death, or disability, unless another date(s) is elected by the Reporting Person.

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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