

EDISON INTERNATIONAL  
Form 4  
March 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
03/17/2015

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 03/17/2015                           |                                                    | M                              |                                                                   | 2,500                                                                                         | A                                                        | \$ 37.08                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 29,022.642<br>(1)                 |
| Common Stock                    | 03/17/2015                           |                                                    | M                              |                                                                   | 2,500                                                                                         | A                                                        | \$ 40.05                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 31,522.642<br>(1)                 |
| Common Stock                    | 03/17/2015                           |                                                    | M                              |                                                                   | 2,500                                                                                         | A                                                        | \$ 53.57                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 34,022.642<br>(1)                 |
| Common Stock                    | 03/17/2015                           |                                                    | M                              |                                                                   | 2,500                                                                                         | A                                                        | \$ 52.78                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 36,522.642<br>(1)                 |
| Common Stock                    | 03/17/2015                           |                                                    | M                              |                                                                   | 2,500                                                                                         | A                                                        | \$ 28                             |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 39,022.642<br>(1)                 |
|                                 | 03/17/2015                           |                                                    | S                              |                                                                   | 12,500                                                                                        | D                                                        |                                   |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | D                                 |

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Common Stock \$ 26,522.642  
63.781 <sup>(1)</sup>  
(2)

Common Stock 43,354.927 <sup>(1)</sup> 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 required to respond unless the form displays a currently valid OMB control number.** 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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                       |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 37.08                                               | 03/17/2015                           |                                                    | M                              | 2,500                                                                                   | 05/19/2005 05/19/2015                                    | Common Stock                                                | 2,500                      |
| Non-qualified Stock Options (Right to Buy) | \$ 40.05                                               | 03/17/2015                           |                                                    | M                              | 2,500                                                                                   | 04/27/2006 04/27/2016                                    | Common Stock                                                | 2,500                      |
| Non-qualified Stock Options (Right to Buy) | \$ 53.57                                               | 03/17/2015                           |                                                    | M                              | 2,500                                                                                   | 04/26/2007 04/26/2017                                    | Common Stock                                                | 2,500                      |
| Non-qualified Stock Options (Right to Buy) | \$ 52.78                                               | 03/17/2015                           |                                                    | M                              | 2,500                                                                                   | 04/24/2008 04/24/2018                                    | Common Stock                                                | 2,500                      |
| Non-qualified Stock Options (Right to Buy) | \$ 28                                                  | 03/17/2015                           |                                                    | M                              | 2,500                                                                                   | 04/23/2009 04/23/2019                                    | Common Stock                                                | 2,500                      |

# Reporting Owners

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

# Signatures

/s/ Nihal Perera, attorney-in-fact for Thomas C.  
Sutton

03/19/2015

\_\_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) Includes shares acquired under the issuer's Dividend Reinvestment and Direct Stock Purchase Plan that are exempt from reporting under Section 16(a).  
This transaction was executed in multiple trades at prices ranging from \$63.49 to \$64.03. The price reported 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.

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.