

EDISON INTERNATIONAL  
Form 4  
February 27, 2015

**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 \*  
Litzinger Ronald L

(Last) (First) (Middle)

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)

02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP; Pres. Edison Energy, Inc

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock <sup>(1)</sup>     | 02/25/2015                           |                                                    | A                              |                                                                   | 10,542.6428 <sup>(2)</sup>                                                                    | A                                                        | \$ 0                                                  |
| Common Stock                    | 02/25/2015                           |                                                    | D                              |                                                                   | 5,272.6428 <sup>(2) (3)</sup>                                                                 | D                                                        | \$ 64.89 <sup>(4)</sup>                               |
| Common Stock                    | 02/25/2015                           |                                                    | F                              |                                                                   | 1,983 <sup>(2) (5)</sup>                                                                      | D                                                        | \$ 64.89 <sup>(4)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 50,056                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | By Living Trust                                       |

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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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                               |       |
|----------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                      | Director      | 10% Owner | Officer                       | Other |
| Litzinger Ronald L<br>2244 WALNUT GROVE AVENUE<br>ROSEMEAD, CA 91770 |               |           | EVP; Pres. Edison Energy, Inc |       |

## Signatures

/s/ Ronald L. Litzinger 02/27/2015

\*\*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) Relationship of Reporting Person to Issuer: Edison Energy, Inc. is a subsidiary of Edison International.  
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.
- (2) 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.
- (3) This transaction is the portion of the award that was paid in cash only.
- (4)

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The price reported was determined on December 31, 2014, the last day of the three-year performance measurement period for the performance shares.

- (5) 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.

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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