

EDISON INTERNATIONAL
Form 4
February 16, 2017

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)

02/15/2017

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)

Pres. Edison Energy Group, 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	(A) or (D)	Price
Common Stock (1)	02/15/2017		M(2)		7,639	A	\$ 24.84
Common Stock	02/15/2017		M(2)		5,038	A	\$ 33.3
Common Stock	02/15/2017		M(2)		6,432	A	\$ 37.96
Common Stock	02/15/2017		M(2)		6,926	A	\$ 43.1
Common Stock	02/15/2017		S(2)		26,035	D	\$ 74.6423
							(3)

Common Stock	61,389	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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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 (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)	8. Amount or Number of Shares
Non-qualified Stock Options (Right to Buy)	\$ 24.84	02/15/2017		M ⁽²⁾	7,639	⁽⁴⁾ 01/02/2019	Common Stock	7,639
Non-qualified Stock Options (Right to Buy)	\$ 33.3	02/15/2017		M ⁽²⁾	5,038	⁽⁵⁾ 01/02/2020	Common Stock	5,038
Non-qualified Stock Options (Right to Buy)	\$ 37.96	02/15/2017		M ⁽²⁾	6,432	⁽⁶⁾ 01/04/2021	Common Stock	6,432
Non-qualified Stock Options (Right to Buy)	\$ 43.1	02/15/2017		M ⁽²⁾	6,926	⁽⁷⁾ 01/03/2022 ⁽⁸⁾	Common Stock	6,926

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Litzinger Ronald L 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			Pres. Edison Energy Group, Inc	

Signatures

/s/ Ronald L.
Litzinger

02/16/2017

**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 Group, Inc. is a subsidiary of Edison International.

(2) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 12, 2016.

(3) This transaction was executed in multiple trades at prices ranging from \$74.31 to \$74.98. 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.

(4) The options vested in four equal annual installments beginning on January 2, 2010.

(5) The options vested in four equal annual installments beginning on January 2, 2011.

(6) The options vested in four equal annual installments beginning on January 2, 2012.

(7) The options vested in four equal annual installments beginning on January 2, 2013.

(8) The expiration date of the options was originally reported as January 2, 2022; however, since the referenced date falls on a Sunday, the date will be the next succeeding business day, which is January 3, 2022.

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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