

EDISON INTERNATIONAL
Form 4
February 17, 2016

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
Expires: January 31,
2005
Estimated average
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(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)

02/16/2016

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 ____ Other (specify
below) below)

EVP; Pres. Edison Energy Group

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⁾	02/16/2016		M ⁽²⁾	7,639 A \$ 24.84	11,517	D	
Common Stock	02/16/2016		M ⁽²⁾	5,038 A \$ 33.3	16,555	D	
Common Stock	02/16/2016		S ⁽²⁾	12,677 D \$ 62.1083	3,878	D	
Common Stock					56,817	I	By Living Trust

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Options (Right to Buy)	\$ 24.84	02/16/2016		M ⁽²⁾		7,639		⁽⁴⁾	01/02/2019	Common Stock	7,639
Non-qualified Stock Options (Right to Buy)	\$ 33.3	02/16/2016		M ⁽²⁾		5,038		⁽⁵⁾	01/02/2020	Common Stock	5,038

Reporting Owners

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

Signatures

/s/ Ronald L.
Litzinger

02/17/2016

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 11, 2015.

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- This transaction was executed in multiple trades at prices ranging from \$61.57 to \$62.46. The price reported reflects the weighted average
- (3) 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.

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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