

Edgar Filing: EDISON INTERNATIONAL - Form DEFA14A

EDISON INTERNATIONAL
Form DEFA14A
March 14, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULED 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Securities Exchange Act of 1934 (Amendment No. ____)

Filed by the Registrant X
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to sec.240.14a-12

Edison International

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 14a-6(i) (1) and 0-11. Identify the amount on which the filing fee is calculated and state how it was determined)

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 14a-6(i) (2) and 0-11(a) (2) and filing for which the offsetting fee was paid previously. Identify the previous filing by registrant number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.

(3) Filing Party:

(4) Date Filed:

**Edison International
2008 Annual Meeting**

**Telephone Voting Script
Proposal by Proposal
1-800-560-1965**

Speech 1 Welcome to the electronic voting system. Please have your proxy card available before the meeting. Please enter your three-digit company number located in the box in the upper right corner of the proxy card.

Speech 1A One moment please while we look up your company information.

Speech 2 Please enter your control number that is located in the box directly under your company number.

Speech 2A One moment please while we verify your control number.

Speech 3 To vote as the Edison International Board recommends on ALL proposals. To answer YES, Press 1; to answer NO, Press 2

System If 1 is pressed - go to Speech 7
If 2 is pressed - go to Speech 4

Speech 4 Item 1: Election of directors:

J.E. Bryson
V.C.L. Chang
F.A. Cordova
T.F. Craver, Jr.
C.B. Curtis
B.M. Freeman
L.G. Nogales
R.L. Olson
J.M. Rosser
R.T. Schlosberg, III
T.C. Sutton
Brett White

To vote for ALL nominees, Press 1; to WITHHOLD for ALL nominees - Press 2; To WITHHOLD for individual nominees - Press 3.

System If 1 or 2 is pressed, go to Speech 5.
If 3 is pressed, go to Speech 4A.

Speech 4A Please Press 1 when you hear the nominee you want to withhold for.

System Name of each nominee is read.
If 1 is pressed after a name, go to Speech 4B

Speech 4B To withhold your vote from another nominee, Press 1, or if you have finished voting on all nominees, Press 2.

System If 1 is pressed, name reading continues.

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If 1 is pressed after another name, go to Speech 4B

If 2 is pressed, go to Speech 5

Speech 5 Item 2:

To vote FOR - Press 1; AGAINST - Press 2; to ABSTAIN - Press 3.

Speech 6 Item 3:

To vote FOR - Press 1; AGAINST - Press 2; to ABSTAIN - Press 3.

Speech 7

Please indicate if you plan to attend the meeting. To answer YES, Press 1; to answer NO, Press 2.

System

If 1 was pressed for Speech 3, go to Closing A.

If 2 was pressed for Speech 3, go to Closing B.

Closing A

You have cast your vote as follows:

You have voted in the manner recommended by the Board of Directors. Your vote has been successfully recorded. It is not necessary for you to mail in your card. Thank you for voting. Good bye.

Closing B

You have cast your vote as follows:

Item 1 - Election of Directors. You have voted for all nominees - You have voted for all nominees except for nominee name(s).

Item 2 - For, Against, Abstain

Item 3 - For, Against, Abstain

Your vote has been successfully recorded. It is not necessary for you to mail in your card. Thank you for voting. Good bye.

**Edison International
2008 Annual Meeting**

**Internet Voting Script
<http://www.eproxy.com/eix>**

Electronic Voting Site

Shareowner Name

Address Line

City, State Zip Line

Ownership

Please click on the Vote Now button to vote your card.

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Unvoted Accounts:

| Issue Name | Account | Registration |
|----------------|-----------|-----------------|
| Share Source 1 | Account # | Shareowner Name |
| Share Source 2 | | |

Vote Now button to proceed to next page

Shareowner Name

Address Line

City, State, Zip Line

The following online proxy card allows you to electronically authorize the voting of your shares. Your vote will not be authorized until you have clicked the Submit button. The items to be voted are explained in the Proxy Statement.

EDISON INTERNATIONAL

2008 ANNUAL MEETING OF SHAREHOLDERS

Thursday, April 24, 2008
10:00 a.m., Pacific Time

Pacific Palms Conference Resort
One Industry Hills Parkway
City of Industry, California 91744

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

JOHN E. BRYSON and THOMAS R. McDANIEL are hereby appointed proxies of the undersigned with full power of substitution to vote all shares of stock the undersigned is entitled to vote at the annual meeting of shareholders of Edison International to be held at the Pacific Palms Conference Resort, One Industry Hills Parkway, City of Industry, California 91744, on April 24, 2008, at 10:00 a.m., Pacific Time, or at any adjournment or postponement of the meeting, with all the powers and discretionary authority the undersigned would possess if personally present at the meeting on the matters listed below.

The shares will be voted as indicated on this card. In addition, the appointed proxies may vote in their discretion on such other matters as may properly come before the meeting.

VOTING INSTRUCTIONS TO THE EDISON INTERNATIONAL STOCK FUND TRUSTEE, STATE STREET BANK AND TRUST COMPANY:

If I hold shares through the Edison 401(k) Savings Plan, this electronic card also provides the following voting instructions to the Edison International stock fund trustee. You are instructed to vote confidentially as described above the shares of stock credited and conditionally credited to my account as of February 25, 2008. I understand that the stock will be voted as directed provided the Edison International stock fund trustee receives this electronic card by 9:00 p.m., Pacific Time, on April 22, 2008, and all stock for which the Edison International stock fund trustee has not received instructions by this electronic card at the designated time will be voted in the same proportion to the 401(k) Savings Plan shares for which instructions are received from other 401(k) Savings Plan participants.

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The Board of Directors recommends a vote:

"FOR" all Nominees

"FOR" Proposal 2

"AGAINST" proposal 3

You may submit your vote as the Board of Directors recommends by checking this box and click on the button below. []

The Board of Directors recommends a vote "FOR" all Nominees,

1. Election of directors:

[] FOR All Nominees except as noted below

[] WITHHOLD AUTHORITY from all Nominees

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, click on the box next to nominee's name below.)

[] 01 J.E. Bryson

[] 02 V.C.L. Chang

[] 03 F.A. Cordova

[] 04 T.F. Craver, Jr.

[] 05 C.B. Curtis

[] 06 B.M. Freeman

[] 07 L.G. Nogales

[] 08 R.L. Olson

[] 09 J.M. Rosser

[] 10 R.T. Schlosberg, III

[] 11 T.C. Sutton

[] 12 Brett White

The Board of Directors recommends a vote "FOR" Proposal 2

2. Ratification of the Appointment of the Independent Public Accounting Firm.

[] For [] Against [] Abstain

The Board of Directors recommends a vote "AGAINST" Proposal 3

3. Shareholder Proposal regarding "Shareholder Say on Executive Pay."

[] For [] Against [] Abstain

If applicable, click the option box:

I plan to attend meeting []

THIS PROXY/VOTING INSTRUCTION CARD WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREON BY THE UNDERSIGNED SHAREHOLDER.

If you are a joint owner of the shares being voted, by clicking the Submit button, you attest that all owners of such shares have consented to the authorization of this proxy.

If you are holding the shares being voted as an executor, administrator, trustee, guardian, or attorney-in-fact, or if you are a corporate officer, by clicking the Submit button, you attest that you have the authority to authorize this proxy.

After making your selections above, you may submit your vote by clicking on this Submit button.

SUBMIT button to proceed to next page

Shareowner Name

Address Line

City, State Zip Line

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Your vote has been successfully recorded.

Summary

To view your vote summary select the arrow next to the account. If you would like to vote again, box next to the account you voted and click the "Vote Again" button.

Voted Accounts

| Issue Name | Account | Registration |
|----------------|-----------|-----------------|
| Share Source 1 | Account # | Shareowner Name |
| Share Source 2 | | |

This ballot has been cast as follows: Date and Time via INTERNET_EPROXY

Review of proposals and voting displayed

Vote Again button to return to ballot page

Please review your vote confirmation and keep a copy for your records. Protect yourself from fraud and identity theft. To learn more, go to our Fraud Information Center.

You may now Vote Another Proxy or click Finish to exit this page or "Close Window" to exit the session.

Finish button to exit to <http://www.edison.com/>