

Litzinger Ronald L
 Form 4
 March 05, 2013

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

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)
 03/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, So. Cal. Edison Co.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	03/04/2013		G ⁽²⁾	V 5,018 D \$ 0 0		D	
Common Stock	03/04/2013		G ⁽²⁾	V 5,018 A \$ 0 45,119		I	By Living Trust
Common Stock	03/04/2013		I	15,564.1088 ⁽³⁾ D \$ 49.34 0		I	By Edison 401(k) Savings Plan
	03/05/2013		M	19,371 A 19,371		D	

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Common Stock									\$	21.875
Common Stock	03/05/2013		S	19,371		D			\$	49.873 0
									<u>(4)</u>	

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 Underlying Instrument (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Non-qualified Stock Options (Right to Buy)	\$ 48.48	03/01/2013		A		102,035		<u>(5)</u>	01/03/2023	Common Stock
Restricted Stock Units	<u>(6)</u>	03/01/2013		A		5,883		12/31/2015	12/31/2015	Common Stock
Non-qualified Stock Options (Right to Buy)	\$ 21.875	03/05/2013		M		19,371		<u>(7)</u>	01/02/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Litzinger Ronald L 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			President, So. Cal. Edison Co.	

Signatures

/s/ Ronald L.
Litzinger

03/05/2013

**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: Southern California Edison Company (SCE) is a subsidiary of Edison International.
- (2) These transactions are a transfer from the Reporting Person's name to a trust.
- (3) The amount reported includes transactions pursuant to the Edison 401(k) Savings Plan that were exempt from reporting under Section 16(a).

This transaction was executed in multiple trades at prices ranging from \$49.7642 to \$49.99. The price reported above 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.

- (5) The options vest in four equal annual installments beginning on January 2, 2014, unless that date falls on a holiday or weekend, in which case the vesting date is the immediately preceding business date on which the NYSE is open.
- (6) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.
- (7) The options vested in four equal annual installments beginning on January 2, 2005.

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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