

Clarke Mark
Form 4
January 05, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Clarke Mark

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)
P.O. BOX 800, 2244 WALNUT GROVE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President and Controller

ROSEMEAD, CA 91770
(City) (State) (Zip)

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

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	03/22/2010		G ⁽¹⁾	V 503 D \$ 0 0		D	
Common Stock	03/22/2010		G ⁽¹⁾	V 503 A \$ 0 1,086		I	By Clarke Family Trust
Common Stock	01/03/2011		M ⁽²⁾	974.4543 A <u>(3)</u> 974.4543		D	
Common Stock	01/03/2011		F ⁽²⁾⁽⁴⁾	410.0504 D \$ 38.68 564.4039		D	
	01/03/2011		D ⁽²⁾⁽⁴⁾	0.4039 D 564		D	

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Pursuant to the terms of this award, these transactions were an automatic, scheduled payment. 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) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.
- (4) These transactions are the portions of the award that were paid in cash only.
- (5) The award terms and conditions provide that the restricted stock units vest and become payable on January 2, 2011; however, they further provide that if the referenced date falls on a weekend, the date shall be the next succeeding business day, which is January 3, 2011.
- (6) The holdings reported herein include additional restricted stock units acquired pursuant to dividend reinvestment and exempt from reporting under Section 16(a).

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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