

BRYSON JOHN E
Form 4
May 13, 2005

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 *
BRYSON JOHN E

(Last) (First) (Middle)

P.O. BOX 800, 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)

05/11/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman, Pres. and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 05/11/2005 | | M | | 85,000 A \$ 17.625 | 85,000 | D |
| Common Stock | 05/11/2005 | | S | | 100 D \$ 37.53 | 84,900 | D |
| Common Stock | 05/11/2005 | | S | | 200 D \$ 37.52 | 84,700 | D |
| Common Stock | 05/11/2005 | | S | | 600 D \$ 37.5 | 84,100 | D |
| Common Stock | 05/11/2005 | | S | | 2,300 D \$ 37.47 | 81,800 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|----------|---|--|
| Common Stock | 05/11/2005 | S | 300 | D | \$ 37.46 | 81,500 | D | |
| Common Stock | 05/11/2005 | S | 3,900 | D | \$ 37.44 | 77,600 | D | |
| Common Stock | 05/11/2005 | S | 700 | D | \$ 37.43 | 76,900 | D | |
| Common Stock | 05/11/2005 | S | 18,000 | D | \$ 37.41 | 58,900 | D | |
| Common Stock | 05/11/2005 | S | 17,600 | D | \$ 37.4 | 41,300 | D | |
| Common Stock | 05/11/2005 | S | 800 | D | \$ 37.39 | 40,500 | D | |
| Common Stock | 05/11/2005 | S | 300 | D | \$ 37.38 | 40,200 | D | |
| Common Stock | 05/11/2005 | S | 100 | D | \$ 37.37 | 40,100 | D | |
| Common Stock | 05/11/2005 | S | 100 | D | \$ 37.36 | 40,000 | D | |
| Common Stock | 05/11/2005 | S | 40,000 | D | \$ 37.6 | 0 | D | |
| Common Stock | | | | | | 20,406.5 | I | By Edison 401(k) Savings Plan ⁽²⁾ |
| Common Stock | | | | | | 6,000 | I | By Father's Trust ⁽³⁾ |
| Common Stock | | | | | | 380,374 | I | By Living Trust |
| Common Stock | | | | | | 14,000 | I | By Mother's Trust ⁽⁴⁾ |
| Common Stock | | | | | | 200 | I | By Spouse |

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)

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| 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 17.625 | 05/11/2005 | | M | 85,000 | <u>(5)</u> 01/02/2006 | Common Stock | 85,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRYSON JOHN E P.O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770 | X | | Chairman, Pres. and CEO | |

Signatures

/s/ Bryson, John E. 05/13/2005

__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: John E. Bryson is also Chairman of the Board of Southern California Edison Company and Edison Capital, subsidiaries of Edison International.
- (2) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
- (3) Reporting Person is Trustee.
- (4) Reporting Person is a Co-Trustee.
- (5) The options were originally reported as vesting in three equal annual installments beginning January 3 (actually vested January 2), 1997.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.