#### Edgar Filing: EDISON INTERNATIONAL - Form 4

EDISON II Form 4 February 24	NTERNATIONA	L										
	<b>_</b> _								OMB API	PROVAL		
FOR	VI 4 UNITED	STATES	OMB Number:	3235-0287								
if no lo subject Section Form 4 Form 5 obligati may co	to 16. or Filed pu <sup>ions</sup> Section 17	Washington, D.C. 20549Number:32.3STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:Jan.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 1940Number:32.4										
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> CRAVER THEODORE F JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol EDISON INTERNATIONAL [EIX]					5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/22/2012					(Check all applicable)				
2244 WALNUT GROVE AVENUE								_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chairman, President and CEO				
	Filed(Month/Day/Year) Ap _X					. Individual or Joint/Group Filing(Check .pplicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting						
ROSEME	AD, CA 91770							son	ie man One Rep	orting		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Secu	rities .	Acquire	ed, Disposed of,	or Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day,	ate, if	3. 4. Securities Acquired (A) ( TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	02/22/2012			А	24,918.5492 (1)	A	\$0	44,949.5492	D			
Common Stock	02/22/2012			D	12,459.5492 (1) (2)	D	\$ 41.4	32,490	D			
Common Stock								131,289	I	By Living Trust		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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## 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address		Relationships							
		Director	10% Owner	Officer	Other				
CRAVER THEODORE F JR 2244 WALNUT GROVE AV ROSEMEAD, CA 91770		Х		Chairman, President and CEO					
Signatures									
/s/ Theodore F. Craver, Jr.	02/23/2012								
**Signature of Reporting Person	Da	ite							

### **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) These transactions resulted from the payment of performance shares with a three-year performance measurement period that were not derivative securities reportable under Section 16. 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.

(2) This transaction is the portion of the award that was paid in cash only.

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.