

DAJANI ASHRAF T
Form 4
November 10, 2004

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 *
DAJANI ASHRAF T

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)
18101 VON KARMAN AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. and COO, Edison Capital

IRVINE, CA 92612

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⁾ | 11/09/2004 | | M | | 3,700 A \$ 17.625 | 13,931 | D |
| Common Stock | 11/09/2004 | | M | | 30,000 A \$ 20.0625 | 43,931 | D |
| Common Stock | 11/09/2004 | | S | | 6,000 D \$ 31.26 | 37,931 | D |
| Common Stock | 11/09/2004 | | S | | 2,200 D \$ 31.29 | 35,731 | D |
| Common Stock | 11/09/2004 | | S | | 600 D \$ 31.3 | 35,131 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 11/09/2004 | S | 1,200 | D | \$ 31.31 | 33,931 | D |
| Common Stock | 11/09/2004 | S | 5,500 | D | \$ 31.32 | 28,431 | D |
| Common Stock | 11/09/2004 | S | 700 | D | \$ 31.33 | 27,731 | D |
| Common Stock | 11/09/2004 | S | 13,100 | D | \$ 31.34 | 14,631 | D |
| Common Stock | 11/09/2004 | S | 3,800 | D | \$ 31.35 | 10,831 | D |
| Common Stock | 11/09/2004 | S | 600 | D | \$ 31.36 | 10,231 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|----------|---|----------------------------------------------|
| Common Stock | | | | | | 2,008.52 | I | By Edison 401(k) Savings Plan ⁽²⁾ |
|--------------|--|--|--|--|--|----------|---|----------------------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 17.625 | 11/09/2004 | | M | 3,700 | ⁽³⁾ | 01/02/2006 | Common Stock | 3,700 |
| Non-Qualified Stock Option (right to buy) | \$ 20.0625 | 11/09/2004 | | M | 30,000 | ⁽⁴⁾ | 05/18/2010 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAJANI ASHRAF T 18101 VON KARMAN AVENUE IRVINE, CA 92612 | | | Pres. and COO, Edison Capital | |

Signatures

/s/ Dajani,
Ashraf T. 11/10/2004

__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: Edison Capital is a subsidiary 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) The options vested in three equal annual installments beginning on January 2, 1997.
The options vest in four equal annual installments beginning on May 18, 2002, but are not exercisable until May 18, 2005, unless the
- (4) average closing price of the underlying Edison International Common Stock for 20 consecutive trading days equals or exceeds \$25.00 per share.

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.