

Litzinger Ronald L
 Form 4
 March 05, 2009

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 *
 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)
 18101 VON KARMAN AVENUE, SUITE 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman, Pres. & CEO of EMG

IRVINE, CA 92612
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

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

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SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
|--|------------------------------|------------------|--|-----------|------------------|-----------------|--------------|----------------|
| | | | Code | V (A) (D) | | | | |
| Non-qualified Stock Options (Right to Buy) <u>(1)</u> | \$ 24.84 | 03/03/2009 | A | 122,215 | <u>(2)</u> | 01/02/2019 | Common Stock | 12 |
| Restricted Stock Units <u>(3)</u> | | 03/03/2009 | A | 7,307 | 01/02/2012 | 01/02/2012 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Litzinger Ronald L 18101 VON KARMAN AVENUE SUITE 1700 IRVINE, CA 92612 | | | Chairman, Pres. & CEO of EMG | |

Signatures

/s/ Marga Rosso, attorney-in-fact for Ronald L. Litzinger

03/05/2009

 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 Mission Group Inc. (EMG) is a subsidiary of Edison International.
- (2) The options vest in four equal annual installments beginning on January 2, 2010.
- (3) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney.

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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