

FOSTER ROBERT GARY
Form 4
January 04, 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 *
FOSTER ROBERT GARY

(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)
12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
Pres., So. Calif. Edison Co.

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 <u>(1)</u> | 12/16/2004 | | G ⁽²⁾ | V | 6,915 | D \$ 0 | 0 | D |
| Common Stock | 12/31/2004 | | A ⁽³⁾ | | 22,206 | A \$ 0 | 22,206 | D |
| Common Stock | 12/31/2004 | | D ⁽³⁾⁽⁴⁾ | | 11,103 | D \$ 32.195 | 11,103 | D |
| Common Stock | 12/31/2004 | | F ⁽³⁾⁽⁴⁾ | | 4,330.28 | D \$ 32.195 | 6,772.72 | D |
| Common Stock | 12/31/2004 | | D ⁽³⁾⁽⁴⁾ | | 0.72 | D \$ 32.195 | 6,772 | D |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|---|-------|---|------|----------|---|--|
| Common Stock | 12/16/2004 | | G ⁽²⁾ | V | 6,915 | A | \$ 0 | 6,915 | I | By Foster Living Trust |
| Common Stock | | | | | | | | 5,610.63 | I | By Edison 401(k) Savings Plan ⁽⁵⁾ |

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.

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 (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 | |
| Non-Qualified Stock Options (right to buy) | \$ 31.935 | 01/03/2005 | | A | 51,206 | ⁽⁶⁾ 01/02/2015 | Common Stock | 51,206 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSTER ROBERT GARY P.O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770 | | | Pres., So. Calif. Edison Co. | |

Signatures

By: Eileen B. Guerrero,
Attorney-in-Fact for

01/04/2005

 **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: Southern California Edison Company is a subsidiary of Edison International.

(2) These transactions are transfers from the Reporting Person's name to a trust.

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.

(3) These transactions are the portions of the award that were paid in cash only.

(4) The holdings reported herein are as of the statement date of this report, and include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).

(5) The options vest in four equal annual installments beginning January 2, 2006.

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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