

MCDANIEL THOMAS R

Form 4

January 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDANIEL THOMAS R

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

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

Exec. VP, CFO & Treas.

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

IRVINE, CA 92612

(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⁾	12/31/2004		A ⁽²⁾		39,426	A	\$ 0
Common Stock	12/31/2004		D ⁽²⁾⁽³⁾		19,713	D	\$ 32.195
Common Stock					279.49	I	By Daughter
Common Stock					10,112.99	I	By Edison 401(k) Savings Plan ⁽⁴⁾

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Common Stock	51,998	I	By Family Trust
Common Stock	277.41	I	By Son

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options (right to buy)	\$ 31.935	01/03/2005		A		94,454		<u>(5)</u>	01/02/2015	Common Stock	94,454

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDANIEL THOMAS R 18101 VON KARMAN AVENUE IRVINE, CA 92612	Exec. VP, CFO & Treas.

Signatures

/s/ McDaniel,
Thomas R. 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).

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- Mr. McDaniel resigned as Chairman, President and Chief Executive Officer of Edison Mission Energy and Chief Executive Officer of
- (1) Edison Capital, subsidiaries of Edison International, and became Edison International's Executive Vice President, Chief Financial Officer and Treasurer January 1, 2005.

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

(2) 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) This transaction is the portion of the award that was 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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