

Clarke Mark
Form 4/A
January 12, 2012

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 *
Clarke Mark

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)
2244 WALNUT GROVE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President and Controller

ROSEMEAD, CA 91770

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/05/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Stock	01/03/2012		M ⁽¹⁾	1,735.8119 ⁽²⁾	A ⁽³⁾ 2,299.8119	D	
Common Stock	01/03/2012		F ⁽¹⁾⁽⁴⁾	726.958	D \$ 41.36 1,572.8539	D	
Common Stock	01/03/2012		D ⁽¹⁾⁽⁴⁾	0.8539	D \$ 41.36 1,572	D	

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)	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(3)	01/03/2012 ⁽⁵⁾		M ⁽¹⁾	1,735.8119 <u>(2)</u> <u>(6)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	1,735. <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Mark 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			Vice President and Controller	

Signatures

/s/ Nihal P. Perera attorney-in-fact for Mark C. Clarke

01/12/2012

⁽¹⁾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) 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) The amounts of Restricted Stock Units (RSUs) and shares of Edison International Common Stock reported on the original Form 4 filed by the Reporting Person on January 5, 2012 are being corrected to include and reflect the conversion of (i) an additional 123 RSUs acquired on September 30, 2009 and reported on a Form 4 filed by the Reporting Person on October 1, 2009, and (ii) additional RSUs acquired pursuant to dividend reinvestment on those RSUs exempt from reporting under Section 16(a).
- (3) 1 for 1: Each restricted stock unit is equal in value to one share of Edison International Common Stock.
- (4) These transactions are the portions of the award that were paid in cash only.
- (5) The award terms and conditions provide that the RSUs vest and become payable on January 2, 2012; however, they further provide that if the referenced date falls on a weekend or holiday, the date shall be the next succeeding business day, which is January 3, 2012.
- (6) The holdings reported herein include additional RSUs acquired pursuant to dividend reinvestment and exempt from reporting under Section 16(a).

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.