

EDISON INTERNATIONAL
Form 8-K
March 02, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 26, 2004**

EDISON INTERNATIONAL
(Exact name of registrant as specified in its charter)

California
(State or principal jurisdiction of
incorporation or organization)

001-9936
(Commission file
number)

95-41
(I.R.S.
identific

2244 Walnut Grove Avenue
(P.O. Box 800)
Rosemead, California 91770
(Address of principal executive offices, including zip code)

626-302-2222
(Registrant's telephone number, including area code)

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Items 1 through 4, 6, and 8 through 12 are not included because they are inapplicable.

Item 5. Other Events

On February 26, 2004, the Board of Directors of Edison International, acting through its Executive Committee, approved an Amendment (Amendment) to the Rights Agreement dated November 21, 1996, as amended on

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1999, between Edison International and Wells Fargo Bank, N.A. The Amendment modifies the Rights Agreement to provide that the Board of Directors shall not trigger the Rights Agreement to make the rights exercisable without prior approval by Edison International's shareholders.

The Amendment and a related press release issued by Edison International are attached as Exhibits 99.1, respectively, and are incorporated herein by reference. The above description of the Amendment and its effect does not purport to be complete and is qualified in its entirety by reference to Exhibit 4.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

4.10.1 Amendment to Rights Agreement, dated as of February 26, 2004, between Edison International and Wells Fargo Bank, N.A.

99.1 Press release about Amendment to Rights Agreement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this filing to be signed on its behalf by the undersigned hereunto duly authorized.

EDISON INTERNATIONAL
(Registrant)

/S/ KENNETH S. STEWART

KENNETH S. STEWART
Assistant General Counsel and Assistant Secretary

Date: March 1, 2004

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