EDISON INTERNATIONAL

Form 4 April 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SUTTON THOMAS C

(First)

2. Issuer Name and Ticker or Trading Symbol

EDISON INTERNATIONAL [EIX]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/27/2006

X_ Director 10% Owner Officer (give title Other (specify

PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT **CENTER DRIVE**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWPORT BEACH, CA 92660

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amour Underlying Securit

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Options (right to buy)	\$ 40.05	04/27/2006		A	2,500 (1)	04/27/2006	04/27/2016	Common Stock	2,5
Phantom Stock	<u>(2)</u>	04/27/2006		A	2,000	(3)	(3)	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SUTTON THOMAS C PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660



Signatures

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

04/28/2006

**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).
- These phantom stock units, also called deferred stock units, and these non-qualified stock options were granted to the Reporting Person upon re-election as a director at the Issuer's annual meeting and were authorized under the Equity Compensation Plan approved by EIX shareholders on April 16, 1998.
- (2) 1 for 1: Each phantom stock unit is equal in value to one share of Edison International Common Stock.
- (3) The phantom stock units are to be settled upon the Reporting Person's retirement, resignation or death.
- (4) Includes additional phantom stock units 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.

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