

EDISON INTERNATIONAL
Form DEFA14A
March 13, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional materials

Soliciting Material Pursuant To Rule 14a-11(c) or Rule 14a-12

EDISON INTERNATIONAL

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

COMPANY #

CONTROL #

Important Notice Regarding the Availability of Proxy Materials

for the Edison International (EIX) and Southern California Edison Company (SCE)

Annual Meeting to be Held on April 23, 2009

1. **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

2. **The EIX and SCE Joint Proxy Statement for the annual meeting and the respective 2008 Annual Reports are available at www.edison.com/annualmeeting.**

A complete set of proxy materials available to you on the Internet includes a letter from the Chairman of EIX, the EIX and SCE Notice of Annual Meeting of Shareholders, this Important Notice Regarding the Availability of Proxy Materials, the Joint Proxy Statement, and the EIX and SCE 2008 Annual Reports and proxy/voting instruction cards.

3. **If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 9, 2009 to facilitate timely delivery.**

To request paper or e-mail copies of the proxy materials, please contact us via:

Internet Visit www.ematerials.com/eix or www.ematerials.com/sce for Edison International and SCE, respectively, and follow the instructions to log in and order copies.

Telephone Call toll-free at 1-866-697-9377 and follow the recorded instructions.

E-mail Send us an e-mail at ep@ematerials.com with EIX Materials Request or SCE Materials Request, as applicable, in the subject line. The e-mail must include:

The 3-digit company # and the 11-digit control # located in the upper right hand corner of this Notice.

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Your preference to receive printed materials via mail or to receive an e-mail with links to the electronic materials.

The e-mail address if you choose e-mail delivery.

The word **Permanent** in the e-mail if you would like this election to apply to delivery of material for all future meetings.

- 4. You may vote your proxy on the Internet at www.eproxy.com/eix and www.eproxy.com/sce for EIX and SCE, respectively.** Use the Internet to vote your proxy 24 hours a day, 7 days a week, through 9:00 p.m. Pacific Time on April 22, 2009, except for Edison 401(k) Savings Plan shareholders who must vote by 9:00 p.m. Pacific Time on April 21, 2009. Please have this Notice available and follow the instructions to vote your proxy. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned a proxy/voting instruction card.

See Reverse for Notice of Annual Meeting of Shareholders

Notice of Annual Meeting of Shareholders

Thursday, April 23, 2009

9:00 a.m., Pacific Time

Hilton Los Angeles/San Gabriel Hotel

225 West Valley Blvd.

San Gabriel, California 91776

Directions to the 2009 EIX and SCE annual meeting are available in the Joint Proxy Statement,

which can be viewed at www.edison.com/annualmeeting.

Matters to be acted upon by EIX and SCE shareholders:

1. Election of 11 Directors to the EIX Board and 12 Directors to the SCE Board, as named in the Joint Proxy Statement. The names of the Director nominees are as follows:

Vanessa C.L. Chang
France A. Córdova
Theodore F. Craver, Jr.
Charles B. Curtis

Alan J. Fohrer*
Bradford M. Freeman
Luis G. Nogales
Ronald L. Olson

James M. Rosser
Richard T. Schlosberg, III
Thomas C. Sutton
Brett White

* Alan J. Fohrer is a Director nominee for the SCE Board only.

2. Ratification of the appointment of the independent registered public accounting firm for 2009.
The EIX and SCE Boards of Directors recommend that you vote FOR Items 1 and 2.

Matters to be acted upon by EIX shareholders only:

3. Management proposal to approve an amendment to the EIX 2007 Performance Incentive Plan.

The EIX Board of Directors recommends that you vote **FOR** Item 3.

4. Shareholder proposal regarding Shareholder Say on Executive Pay.

The EIX Board of Directors recommends that you vote **AGAINST** Item 4.

Dated: March 13, 2009

For the Boards of Directors,

BARBARA E. MATHEWS
*Vice President, Associate General Counsel,
Chief Governance Officer and Corporate Secretary*
Edison International
Southern California Edison Company

See Reverse for Important Notice Regarding the Availability of Proxy Materials

The following e-mail was sent to certain Edison 401(k) Savings Plan Participants on March 13, 2009:

Subject: Edison International Proxy Materials for 401(k) Savings Plan Participants

Dear Edison International 401(k) Savings Plan Holder:

The Edison International 2009 Annual Meeting of Shareholders will be held at 9:00 a.m. on Thursday, April 23, 2009 at the Hilton Los Angeles/San Gabriel Hotel, San Gabriel, CA, 91776.

Unless you specifically request a copy as instructed below, you will not receive a paper notice regarding the Annual Meeting or the Internet availability of proxy materials, or a paper proxy statement or annual report, or a paper proxy/voting instruction card to vote your Edison 401(k) Savings Plan shares. (Note: You may receive paper proxy materials to vote shares not held in the Edison 401(k) Savings Plan.) This will reduce the environmental impact and save us the cost of producing and mailing these documents.

View Proxy Materials

We are pleased to deliver to you in this e-mail a link to access the Edison International and SCE Joint Proxy Statement and the 2008 Edison International Annual Report on our website at:

www.edison.com/annualmeeting

A complete set of proxy materials available to you on the Internet includes a letter from the Chairman of Edison International, the Edison International and SCE Notice of Annual Meeting of Shareholders, an Important Notice Regarding the Availability of Proxy Materials, the Joint Proxy Statement, the Edison International 2008 Annual Report and the proxy/voting instruction card.

Vote Your Proxy

You may vote your proxy on the Internet at www.eproxy.com/eix or by clicking the appropriate voting link at www.edison.com/annualmeeting. Use the Internet to vote your proxy 24 hours a day, 7 days a week, through 9:00 p.m. Pacific time on April 21, 2009. You will need the following to access the Internet voting site and vote your shares:

Edison International's Company Number: **XXX**

Your Control Number: **XXXXXXXXXXXX**

You may also vote your proxy by telephone toll-free at 1-800-560-1965. Please follow the recorded instructions using the company and control numbers listed above.

Request Copies

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 9, 2009 to facilitate timely delivery.

To request paper or e-mail copies of the proxy materials, please contact us via:

Internet Visit www.ematerials.com/eix and follow the instructions to log in and order copies.

Telephone Call toll-free at 1-866-697-9377 and follow the recorded instructions.

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E-mail Send us an e-mail at ep@ematerials.com with EIX Materials Request in the subject line. The e-mail must include:

The 3-digit company # and the 11-digit control # included in this e-mail.

Your preference to receive printed materials via mail or to receive an e-mail with links to the electronic materials.

The e-mail address if you choose e-mail delivery.

The word Permanent in the e-mail if you would like this election to apply to delivery of material for all future meetings.
Thank you for your attention to this important matter.

Barbara E. Mathews

Vice President, Associate General Counsel,

Chief Governance Officer and Corporate Secretary

Edison International

2009 Annual Meeting

Telephone Voting Script

Proposal by Proposal

1-800-560-1965

- Speech 1** Welcome to the electronic voting system. Please have your proxy card available before voting. Please enter your three-digit company number located in the box in the upper right hand corner of the proxy card, followed by the # sign.
- Speech 2** Please enter your 11-digit control number that is located in the box directly under your company number, followed by the # sign.
- Speech 3** To vote as the **Edison International** Board recommends on ALL proposals. To enter YES, Press 1; to enter NO, Press 2
- System* *If 1 is pressed go to Speech 8*
If 2 is pressed go to Speech 4
- Speech 4** Item 1: Election of directors. To vote for ALL nominees, Press 1; to WITHHOLD for ALL nominees - Press 2; To WITHHOLD for individual nominees - Press 3.
- System* *If 1 or 2 is pressed, go to Speech 5.*
If 3 is pressed, go to Speech 4A.
- Speech 4A** Please Press 1 when you hear the nominee you want to withhold for.
- Vanessa C.L. Chang
France A. Córdova
Theodore F. Craver, Jr.
Charles B. Curtis
Bradford M. Freeman
Luis G. Nogales
Ronald L. Olson
James M. Rosser
Richard T. Schlosberg, III
Thomas C. Sutton
Brett White
- System* *Name of each nominee is read.*
If 1 is pressed after a name, go to Speech 4B
- Speech 4B** To withhold your vote from another nominee, press 1. Or if you have finished voting on nominees, press 2.
- System* *If 1 is pressed, go to Speech 4A, system continues with the next nominee.*
If 2 is pressed, go to Speech 5

Speech 5 Item 2:
To vote FOR Press 1; AGAINST - Press 2; to ABSTAIN - Press 3.

Speech 6 Item 3:
To vote FOR Press 1; AGAINST - Press 2; to ABSTAIN - Press 3.

Speech 7 Item 4:
To vote FOR Press 1; AGAINST - Press 2; to ABSTAIN - Press 3.

Speech 8 Do you plan to attend the meeting? To enter YES, Press 1; to enter NO, Press 2

System If 1 was pressed for Speech 3, go to Summary A.
If 2 was pressed for Speech 3, go to Summary B.

Summary A You have cast your vote as follows:
You have voted in the manner recommended by the Board of Directors.

System Go to Closing

Summary B You have cast your vote as follows:
Item 1 You have voted for all nominees You have voted to withhold your vote from all nominees You have voted for all nominees except for <nominee name(s)>.
Item 2 For, Against, Abstain
Item 3 For, Against, Abstain
Item 4 For, Against, Abstain

System Go to Closing

Closing Your vote has been successfully recorded. It is not necessary for you to mail in your card. If you wish to change your vote, or to vote another proxy, press 1. Otherwise, press 2.

System If 1 was pressed, go to Speech 1.
If 2 was pressed, go to Closing A.

Closing A Thank you for voting. Good bye.

Electronic Voting Site

Shareowner Name

Address Line

City, State Zip Line

Ownership

Please click on the **Vote Now** button to vote your card.

Unvoted Accounts:

| Issue Name | Account | Registration |
|-------------------|----------------|---------------------|
| Share Source 1 | 123456 | John Doe |
| Share Source 2 | | |

<**Vote Now** button to proceed to next page>

John Doe

4900 Main

Kansas City, MO 64112

The following online proxy/voting instruction card allows you to electronically authorize the voting of your shares. Your vote will not be authorized until you have clicked the Submit button. The items to be voted are explained in the Proxy Statement.

EDISON INTERNATIONAL

2009 ANNUAL MEETING OF SHAREHOLDERS

Thursday, April 23, 2009

9:00 a.m. Pacific Time

Hilton Los Angeles/San Gabriel Hotel

225 West Valley Blvd.

San Gabriel, California 91776

Annual Meeting April 23, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

THEODORE F. CRAVER, JR. and W. JAMES SCILACCI are hereby appointed proxies of the undersigned with full power of substitution to vote all shares of stock the undersigned is entitled to vote at the annual meeting of shareholders of Edison International to be held at the Hilton Los Angeles/San Gabriel Hotel, 225 West Valley Blvd., San Gabriel, California 91776, on April 23, 2009, at 9:00 a.m., Pacific Time, or at any adjournment or postponement of the meeting, with all the powers and discretionary authority the undersigned would possess if personally present at the meeting on the matters listed below.

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The shares will be voted as indicated on this card. **WHERE NO INDICATION IS SHOWN, THE SHARES REPRESENTED BY THIS CARD WILL BE VOTED FOR ITEMS 1, 2 AND 3 AND AGAINST ITEM 4.** In addition, the appointed proxies may vote in their discretion on such other matters as may properly come before the meeting.

VOTING INSTRUCTIONS TO THE EDISON INTERNATIONAL STOCK FUND TRUSTEE, STATE STREET BANK AND TRUST COMPANY:

If the undersigned holds shares through the Edison 401(k) Savings Plan, this electronic card also provides the following voting instructions to the Edison International stock fund trustee. The Edison International stock fund trustee is instructed to vote confidentially the shares of stock credited and conditionally credited to the undersigned's account as of February 23, 2009. The undersigned understands that the stock will be voted as directed provided the Edison International stock fund trustee or its agent receives this electronic card by 9:00 p.m., Pacific Time, on April 21, 2009, and all stock for which the Edison International stock fund trustee or its agent has not received instructions by this electronic card at the designated time will be voted in the same proportion to the 401(k) Savings Plan shares for which instructions are received from other 401(k) Savings Plan participants, unless contrary to ERISA.

If I hold shares through the Edison 401(k) Savings Plan, this electronic card also provides the following voting instructions to the Edison International stock fund trustee. You are instructed to vote confidentially as described above the shares of stock credited and conditionally credited to my account as of February 25, 2008. I understand that the stock will be voted as directed provided the Edison International stock fund trustee receives this electronic card by 9:00 p.m., Pacific Time, on April 22, 2008, and all stock for which the Edison International stock fund trustee has not received instructions by this electronic card at the designated time will be voted in the same proportion to the 401(k) Savings Plan shares for which instructions are received from other 401(k) Savings Plan participants.

The Board of Directors Recommends a Vote FOR Items 1, 2 and 3 and AGAINST Item 4.

You may submit your vote as the Board of Directors recommends by checking this box and clicking on the submit button below.

1. Election of directors:

Vote FOR all nominees (except as noted below)

Vote WITHHELD from all nominees

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, click on the box next to the nominee's name below.)

01 Vanessa C.L. Chang

02 France A. Córdova

03 Theodore F. Craver, Jr.

04 Charles B. Curtis

05 Bradford M. Freeman

06 Luis G. Nogales

07 Ronald L. Olson

08 James M. Rosser

09 Richard T. Schlosberg, III

10 Thomas C. Sutton

11 Brett White

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2. Ratification of the appointment of the independent registered public accounting firm for 2009.

For Against Abstain

3. Management proposal to approve an amendment to the Edison International 2007 Performance Incentive Plan.

For Against Abstain

4. Shareholder proposal regarding Shareholder Say on Executive Pay.

For Against Abstain

If applicable, click the option box:

I plan to attend meeting

WHEN PROPERLY EXECUTED, THIS PROXY/VOTING INSTRUCTION CARD WILL BE VOTED AS DIRECTED.

If you are a joint owner of the shares being voted, by clicking the **Submit** button, you attest that all owners of such shares have consented to the authorization of this proxy.

If you are holding the shares being voted as an executor, administrator, trustee, guardian, or attorney-in-fact, or if you are a corporate officer, by clicking the **Submit** button, you attest that you have the authority to authorize this proxy.

After making your selections above, you may submit your vote by clicking on this **Submit** button.

<SUBMIT button to proceed to next page>

Your vote has been successfully recorded.

Summary

Please review your vote summary and keep a copy for your records. If you wish to change your vote click on the "Change Vote" button to return to the ballot page.

Voted Accounts

| Issue Name | Account | Registration |
|-------------------|----------------|---------------------|
| Share Source 1 | 123456 | John Doe |
| Share Source 2 | | |

This ballot has been cast as follows: <Date and Time> via INTERNET_EPROXY

<Review of proposals and voting displayed>

<Change Vote button to return to ballot page>

Protect yourself from fraud and identity theft. To learn more, go to our Fraud Information Center <link>

You may click "Close" to exit the session or "Vote Another Proxy."

<CLOSE button to close browser window and end session>

<Vote Another Proxy button to return to LOGIN page>

