

EDISON INTERNATIONAL
Form DEF 14A
March 18, 2011
Table of Contents

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)

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

(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:

Table of Contents

EDISON INTERNATIONAL
AND
SOUTHERN CALIFORNIA EDISON COMPANY
NOTICE OF ANNUAL MEETING
AND
JOINT PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
April 28, 2011

Table of Contents

March 18, 2011

Dear Shareholder:

You are invited to attend the Edison International (EIX) and Southern California Edison Company (SCE) Annual Meeting of Shareholders (the Annual Meeting). The Annual Meeting will be held on Thursday, April 28, 2011, at 9:00 a.m., Pacific Time, at the Hilton Los Angeles/San Gabriel Hotel, 225 West Valley Blvd., San Gabriel, California 91776.

The EIX and SCE Notice of Annual Meeting and Joint Proxy Statement discuss the matters to be considered at the Annual Meeting.

You may vote your proxy via the Internet, by telephone, or by mail. Please follow the instructions on the Notice of Internet Availability of proxy materials that you received in the mail (the Notice) and/or your proxy card.

If you receive more than one copy of the Notice or more than one proxy card, it means your shares are held in more than one account. You should vote the shares in all of your accounts. Voting by any of the available methods will ensure that you are represented at the Annual Meeting, even if you are not present. Please note that to vote your shares by Internet or telephone, **you will need the control number on your Notice or proxy card.**

Your vote is important, whether or not you expect to attend the Annual Meeting, and regardless of the number of shares you own. Please take the first opportunity to ensure that your shares are represented at the Annual Meeting. Voting promptly will save us the cost of additional solicitations.

Thank you very much for your continued interest in the business of EIX and SCE.

Sincerely,

Theodore F. Craver, Jr.
Chairman of the Board,

President and Chief Executive Officer
Edison International

Ronald L. Litzinger
President

Southern California Edison Company

Table of Contents

NOTICE OF ANNUAL MEETING

Thursday, April 28, 2011

9:00 a.m., Pacific Time

Hilton Los Angeles/San Gabriel Hotel

225 West Valley Blvd.

San Gabriel, California 91776

Directions to the 2011 Edison International (EIX) and Southern California Edison Company (SCE) annual meeting are on the last page of 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 12 Directors to the EIX Board and 13 Directors to the SCE Board. The names of the Director nominees are as follows:

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

Bradford M. Freeman
Ronald L. Litzinger*
Luis G. Nogales
Ronald L. Olson

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

* Ronald L. Litzinger is a Director nominee for the SCE Board only.

2. Ratification of the Appointment of the Independent Registered Public Accounting Firm.
3. Advisory Vote on Executive Compensation.

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

4. Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation.

The EIX and SCE Boards of Directors recommend that you vote FOR Items 1 through 3, and recommend that you vote 1 YEAR for Item 4.

Matter to be acted upon by EIX shareholders only:

5. Management Proposal to Approve an Amendment to the EIX 2007 Performance Incentive Plan.

The EIX Board of Directors recommends that you vote FOR Item 5.

EIX and SCE shareholders may also vote on any other matters properly brought before the meeting.

Dated: March 18, 2011

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

Table of Contents

TABLE OF CONTENTS

<u>Introduction</u>	1
<u>Proxy and Voting Procedures</u>	2
<u>Corporate Governance</u>	6
<u>Certain Relationships and Related Transactions</u>	10
<u>Board Committees</u>	10
<u>Audit Committee Report</u>	12
<u>Independent Registered Public Accounting Firm Fees</u>	13
<u>Item 1: Election of Directors</u>	14
<u>Item 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm</u>	19
<u>Item 3: Advisory Vote on Executive Compensation</u>	19
<u>Item 4: Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation</u>	20
<u>Compensation Discussion and Analysis</u>	21
<u>Compensation Committee Report</u>	31
<u>Compensation Committee Interlocks and Insider Participation</u>	31
<u>Summary Compensation Table</u>	32
<u>Grants of Plan-Based Awards</u>	35
<u>Outstanding Equity Awards at Fiscal Year-End</u>	38
<u>Option Exercises and Stock Vested</u>	40
<u>Pension Benefits</u>	41
<u>Non-Qualified Deferred Compensation</u>	45
<u>Potential Payments Upon Termination or Change in Control</u>	47
<u>Director Compensation</u>	52
<u>Stock Ownership of Director Nominees and Executive Officers</u>	55
<u>Stock Ownership of Certain Shareholders</u>	57
<u>Item 5: Management Proposal to Approve an Amendment to the EIX 2007 Performance Incentive Plan (To Be Voted on By EIX Shareholders Only)</u>	58

Table of Contents

EDISON INTERNATIONAL
SOUTHERN CALIFORNIA EDISON COMPANY
2244 WALNUT GROVE AVENUE
ROSEMEAD, CALIFORNIA 91770

JOINT PROXY STATEMENT

INTRODUCTION

The EIX and SCE Boards of Directors are soliciting proxies from you for use at the Annual Meeting, or at any adjournment or postponement thereof. Proxies allow properly designated individuals to vote on your behalf at the Annual Meeting. The proxy materials are being mailed or made available to you via the Internet beginning on March 18, 2011.

In this Joint Proxy Statement:

Holding shares as a registered shareholder or of record means your shares are registered in your own name on the Company's records. Shares held in the Dividend Reinvestment and Direct Stock Purchase Plan account are included.

Holding shares in street name means your shares are held in a brokerage account or through a trustee, custodian or other third party (referred to as a nominee), and you are considered the beneficial owner of those shares. Your name does not appear on the Company's records as a shareholder.

401(k) Plan means the employee benefit plan known as the Edison 401(k) Savings Plan through which participants may hold interests in EIX shares through the EIX Stock Fund.

401(k) Plan shareholders means participants in the 401(k) Plan who hold interests in EIX shares through the EIX Stock Fund.

Annual Meeting means both the EIX and SCE annual meetings of shareholders, which are held jointly.

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Board means both the EIX and SCE Boards of Directors, unless otherwise indicated.

Committee means the applicable Board committee of both EIX and SCE, unless otherwise indicated.

Company means both EIX and SCE, unless otherwise indicated.

EIX means Edison International.

EMG means Edison Mission Group Inc., a wholly-owned subsidiary of EIX, and holding company of Edison Mission Energy (**EME**), an independent power producer.

ERISA means the Employee Retirement Income Security Act of 1974.

Notice of Internet Availability means the notice regarding the Internet availability of the Company's proxy materials, which was sent to most shareholders in lieu of printed copies of the proxy materials, as permitted under Securities and Exchange Commission rules.

Proxy card means either a proxy card, which you may receive if you are a registered shareholder, or a voting instruction form, which you may receive if you hold shares in street name or are a 401(k) Plan shareholder.

SCE means Southern California Edison Company.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on April 28, 2011: The Joint Proxy Statement and the Company's 2010 Annual Report are available at www.edison.com/annualmeeting.

Table of Contents

PROXY AND VOTING PROCEDURES

What is included in the proxy materials?

The proxy materials include:

The Notice of Annual Meeting and Joint Proxy Statement;

The EIX and/or SCE 2010 Annual Reports;

The proxy card; and

The Notice of Internet Availability.

Why did the Company mail a Notice of Internet Availability of proxy materials instead of a printed copy of the materials?

Making the proxy materials available to shareholders via the Internet will save us the cost of printing and mailing documents and will reduce the impact of the Annual Meeting on the environment.

If you received only a Notice of Internet Availability, you will not receive a printed copy of the proxy materials unless you request it. The Notice includes instructions on how to:

Access and review the proxy materials;

Submit your proxy via the Internet; and

Request a printed copy of proxy materials by mail.

Why did some shareholders receive printed or email copies of the proxy materials?

We are distributing printed copies of the proxy materials to shareholders who have previously requested printed copies. We are providing shareholders who have previously requested electronic delivery of proxy materials with an email containing a link to the website where the materials are available via the Internet.

Who can vote?

All owners of voting stock at the close of business on March 2, 2011 (the record date) are entitled to vote.

On each Item of EIX business, holders of EIX Common Stock are entitled to one vote per share. On each Item of SCE business, holders of SCE

Cumulative Preferred Stock are entitled to six votes per share and EIX, as the holder of SCE Common Stock, is entitled to one vote per share.

All shares of SCE Common and Cumulative Preferred Stock vote together as one class.

Who can attend the Annual Meeting?

All shareholders on the record date, or their duly appointed proxies, may attend the meeting. All shareholders will be required to pass through a security inspection area and check in at the registration desk at the meeting. The registration desk will open at 8:00 a.m. and meeting room doors will open at 8:30 a.m., Pacific Time. For the privacy of other attendees and to avoid distraction, shareholders will not be permitted to use cameras or recording devices at the meeting.

If you are a registered shareholder or a 401(k) Plan shareholder, we will be able to verify your share ownership from the share register with proper identification. No admission pass is required.

If your shares are held in street name, you will need to bring proper identification and a letter or an account statement from your broker or other nominee reflecting your stock ownership as of the record date.

Individual shareholders may bring one guest to the Annual Meeting. A shareholder that is a corporation, partnership, association or other entity is limited to three authorized representatives at the Annual Meeting.

How do I vote?

Your vote is important. You can save us the expense of additional solicitations by voting promptly. Please follow the instructions described below:

By Internet Shareholders who received a Notice of Internet Availability may vote via the Internet by following the instructions on the Notice. Shareholders who received a proxy card by mail may vote via the Internet by following the instructions on the proxy card. When voting via the Internet, all shareholders must have available the control number included on their Notice of Internet Availability or proxy card. Under California law, you may transmit a proxy via the Internet.

Table of Contents

By Telephone Registered or 401(k) Plan shareholders may vote by telephone by calling 1-800-560-1965 and following the recorded instructions. Most shareholders who hold their shares in street name may vote by phone by calling the number provided by their broker. When voting by telephone, all shareholders must have available the control number included on their Notice of Internet Availability or proxy card.

By Mail Shareholders who received a printed copy of these proxy materials may vote by mail by completing, signing, dating and returning their proxy card as indicated.

In Person Registered shareholders may vote in person by attending the Annual Meeting and completing a ballot distributed at the meeting. Shareholders who hold their shares in street name may vote in person by attending the Annual Meeting only if they have requested and received a legal proxy from their broker or other nominee, and deliver the proxy to the inspector of election before or at the meeting. 401(k) Plan shareholders may not cast votes in person at the Annual Meeting.

What is the deadline to vote and how do I change my vote?

If you are a registered shareholder, the inspector of election will accept your proxy by telephone or via the Internet until 9:00 p.m., Pacific Time, on April 27, 2011, and by mail if it is received by the inspector of election before the polls close at the Annual Meeting. Registered shareholders may change their vote prior to the deadline by writing to the Corporate Secretary at the address above (so that it is received prior to the deadline), voting again by mail, telephone or the Internet, or voting in person at the Annual Meeting.

If you hold shares in street name, most brokers will accept your proxy by telephone or the Internet until 9:00 p.m., Pacific Time, on April 27, 2011, and by mail if it is received by your broker's designated agent by 9:00 a.m., Pacific Time, on April 28, 2011. Contact your broker or other nominee before the Annual Meeting to determine the actual deadline and whether and how you can change your vote.

If you are a 401(k) Plan shareholder, your proxy must be received by 9:00 p.m., Pacific Time, on April 26,

2011 for the 401(k) Plan trustee to vote your shares. 401(k) Plan shareholders may change their vote at any time prior to this deadline by voting again. The last vote received within this timeframe will be the vote that is counted.

What does it mean if I get more than one Notice of Internet Availability or proxy card?

It indicates that your shares are held in more than one account, such as two brokerage accounts, or you hold both registered and street name shares. You should use the specific control numbers provided on each Notice of Internet Availability or proxy card and vote each Notice or proxy card to ensure that all of your shares are voted.

What shares are covered by the proxy card?

This depends on how you hold your shares, and whether you hold shares in EIX, SCE, or both EIX and SCE.

For EIX registered and 401(k) Plan shareholders, you will receive or have Internet access to a single proxy card that covers all shares of EIX Common Stock in your registered and 401(k) Plan accounts, including fractional shares held in the 401(k) Plan but excluding fractional shares held in the Dividend Reinvestment and Direct Stock Purchase Plan.

For SCE registered shareholders, you will receive or have Internet access to separate proxy cards for each series of preferred stock registered in your name.

If you hold shares in both EIX and SCE, you will receive or have Internet access to separate proxy cards for each Company.

If you hold shares of EIX and/or SCE in street name, you will receive or have Internet access to separate proxy cards from each broker or other nominee.

What happens if I submit my proxy card but do not indicate my voting preference?

The proxies and 401(k) Plan trustee will vote FOR election of all nominees for Director (*Item 1*), FOR ratification of the appointment of the independent registered public accounting firm (*Item 2*), FOR approval of executive compensation (*Item 3*), to hold

Table of Contents

the advisory vote on executive compensation every

year (*Item 4*), and FOR approval of an amendment to the EIX 2007 Performance Incentive Plan (*Item 5*, EIX only).

What happens if I submit my proxy card but do not sign or date my card?

Those shares will be treated as unvoted shares on all matters and will not be considered as present and part of the quorum.

What happens if I do not vote?

If you are a registered shareholder, your shares will not be voted.

If you hold your shares in street name and do not provide a proxy card, most brokers or other nominees will only have authority to vote your shares on ratification of the appointment of the independent registered public accounting firm (*Item 2*). With respect to each of the other Items, most brokers or other nominees will not have authority vote your shares, and the shares will instead be treated as broker non-votes.

If you are a 401(k) Plan shareholder, the 401(k) Plan trustee will vote your shares in the same proportion to the 401(k) Plan shares voted by other 401(k) Plan shareholders, unless contrary to ERISA.

How many votes do you need to hold the meeting?

A quorum is required for the Company to conduct business at the Annual Meeting. The presence at the Annual Meeting, in person or by proxy, of shareholders entitled to cast a majority of the votes which all shareholders are entitled to cast constitutes a quorum. All shares represented by a properly signed proxy will be considered as present and part of the quorum, even if you or your broker or other nominee doesn't vote or abstains on any or all matters.

As of the record date, EIX had 325,811,206 shares of EIX Common Stock outstanding, 325,797,702 of which are entitled to cast a total of 325,797,702 votes. Therefore, a quorum for EIX is 162,898,852 shares. SCE had 4,800,198 shares of Cumulative Preferred Stock outstanding and entitled to cast a total of 28,801,188 votes, and 434,888,104 shares of SCE Common Stock outstanding and entitled to cast

a total of 434,888,104 votes. Voting together as a class, the SCE shareholders have the right to cast a total of 463,689,292 votes. Therefore, a quorum for SCE is 231,844,647 shares.

What vote is required to adopt each Item at the meeting?

A majority voting standard applies to approve all Items described in this Joint Proxy Statement. A Director nominee will be elected, and a proposal will be approved, if the following votes are obtained:

The affirmative vote of at least a majority of the votes cast on the proposal. For all Items, broker non-votes are not treated as votes cast. For Items 1-4, abstentions also are not treated as votes cast and therefore abstentions and broker non-votes will not affect that vote. For Item 5, abstentions are treated as votes cast and will have the effect of votes cast against the proposal, and broker non-votes will have no effect;

The affirmative vote of at least a majority of the votes required to constitute a quorum. Abstentions and broker non-votes are not treated as votes cast and will have the effect of votes cast against the proposal; and

For Item 5, the total votes cast on the proposal must also constitute a quorum for EIX. For this purpose abstentions are treated as, and will have the effect of, votes cast for Item 5 and broker non-votes will have the effect of votes cast against Item 5.

For Item 4, if no option receives the affirmative vote of at least a majority of the votes cast, the option receiving the highest number of affirmative votes will be considered to be the preferred option of the shareholders.

Who will count the votes?

Wells Fargo Bank, N.A., will tabulate the votes and is expected to act as the inspector of election. To protect the confidentiality of votes cast under the 401(k) Plan, 401(k) Plan shareholders' voting instructions are given directly to Wells Fargo. Wells Fargo will tabulate those votes and provide aggregate voting results directly to the 401(k) Plan trustee. EIX will not have access to any of the 401(k) Plan shareholders' voting instructions, and 401(k) Plan voting results are only reported to EIX in the aggregate.

Table of Contents

Whom may I call with any questions?

You may call Wells Fargo at 1-800-347-8625 or visit their Internet website at www.wellsfargo.com/shareownerservices.

What happens if additional matters are presented at the Annual Meeting?

The Board is not aware of, and does not intend to present, any business to be acted upon at the Annual

Meeting other than the Items of business described in this Joint Proxy Statement. If you submit a proxy and any other matters should properly come before the Annual Meeting, including matters incident to the conduct of the Annual Meeting, the persons named as proxy holders will have the discretionary authority to vote your shares in accordance with their best judgment. Should any of the nominees for election to the Board become unavailable to stand for election as a Director, the proxies will also have the authority to vote for substitute nominees chosen by the Board.

How much will this proxy solicitation cost?

We have retained Georgeson Inc. to assist us with the solicitation of proxies and will pay an aggregate fee of \$20,000 (EIX \$18,000 and SCE \$2,000) plus expenses. This fee does not include the costs of printing and mailing the proxy materials. Some of the Directors, officers and other employees of the

Company also may solicit proxies personally, by mail, by telephone or by other electronic means for no additional compensation. We will also reimburse brokers and other nominees for their reasonable out-of-pocket expenses for forwarding proxy materials to beneficial owners and obtaining voting instructions.

What is the deadline to submit shareholder proposals or other business to be included in the proxy materials for next year's Annual Meeting?

To be considered for inclusion in the 2012 Joint Proxy Statement, shareholder proposals for the Company's 2012 Annual Meeting must be received by November 19, 2011.

Shareholders intending to bring any other business before an Annual Meeting, including Director nominations, must give written notice to the Corporate Secretary of the business to be presented. The notice must be received at our office within the periods, and with the information and documents, specified in the Bylaws.

Assuming that the 2012 Annual Meeting is held on April 26, 2012, as currently specified by the Bylaws, the period for the receipt by the Corporate Secretary of written notice of other business to be brought by shareholders before the 2012 Annual Meeting, including Director nominations, will begin on September 20, 2011 and end on November 19, 2011.

Table of Contents

CORPORATE GOVERNANCE

How are potential Director nominees identified and selected by the Board to become nominees?

The Nominating/Corporate Governance Committee, comprised solely of independent directors under NYSE Euronext rules and our Corporate Governance Guidelines, is responsible for recommending Director candidates to the Board.

The Committee will consider candidates recommended by shareholders if they are submitted in writing to the Corporate Secretary and include all of the information required by Article II, Section 4 of our Bylaws plus a written description, together with any supporting materials, of the following:

Any direct or indirect business relationships or transactions within the last three years between EIX and its subsidiaries and senior management, on the one hand, and the candidate and his or her affiliates and immediate family members, on the other hand; and

The qualifications, qualities and skills of the candidate that the shareholder deems appropriate to submit to the Committee to assist in its consideration of the candidate.

The Committee also considers candidates recommended by our Directors, senior management, and any third-party director search firm retained by the Committee. There are no differences in the manner in which the Committee evaluates a candidate based on the source of the recommendation.

If, based on an evaluation of the candidate's qualifications, qualities and skills, the Committee determines to continue its consideration of a candidate, one or more Committee members and others as determined by the Committee, interview the candidate. The Committee conducts any further research on the candidate that it deems appropriate. The Committee then determines whether to recommend that the candidate be nominated as a Director. The Board considers the recommendation and determines whether to nominate the candidate for election.

What information does the Nominating/Corporate Governance Committee consider when recommending a Director nominee?

For the Committee to recommend a Director nominee, the candidate must at a minimum possess the qualifications, qualities and skills in our Corporate Governance Guidelines, including:

A reputation for integrity, honesty and adherence to high ethical standards;

Experience in a generally recognized position of leadership; and

The demonstrated business acumen, experience and ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company.

The Committee also considers other factors and information, including the Board's current need for additional members, the candidate's potential for increasing the Board's range of experience, skills and diversity, the candidate's independence, and specific skills and experience that are relevant to our business strategy.

How does the Nominating/Corporate Governance Committee consider diversity in identifying director candidates?

Our Corporate Governance Guidelines state the Board's policy that the value of diversity on the Board should be considered. The Committee considers ethnic and gender diversity, as well as diversity of skills, backgrounds and qualifications represented on the Board, in recommending nominees for election. In 2010, the Committee discussed the value of diversity on the Board at two Committee meetings. In 2008 and 2011, the

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Committee retained a director search firm and instructed it to identify and coordinate interviews with candidates reflecting ethnic and gender diversity.

The Committee evaluates its effectiveness in achieving diversity on the Board through its annual review of Board composition, which identifies ethnicity, gender and industry experience, prior to recommending nominees for election.

Table of Contents

How does the Board determine which Directors are considered independent?

Our Corporate Governance Guidelines require that the Board consist of at least a majority of independent Directors. The Company uses the NYSE listing standards to determine independence.

Additionally, the Audit, Compensation and Executive Personnel, and Nominating/Corporate Governance Committees are required to be comprised solely of independent Directors. The Audit and Compensation Committee charters contain additional independence requirements for committee membership.

No Director will be considered independent if he or she would not qualify as independent under NYSE listing standards. Other Directors are determined to be independent unless the Director has a material relationship with the Company or its subsidiaries.

The Board has determined that the types of relationships described in Section B of Exhibit A-1 to our Corporate Governance Guidelines are not material for purposes of determining Directors' independence. As a result, the Board does not consider these relationships in making Director independence determinations.

For relationships not prohibited by NYSE rules and not covered under the categories of immaterial relationships in our Guidelines, the determination of whether a relationship is material or not, and therefore whether a Director is independent or not, is made in good faith by the Directors. The Director whose relationship is under consideration abstains from the vote regarding his or her independence.

Which Director nominees has the Board determined are independent?

The Board has determined that Director nominees Bindra, Chang, Córdova, Curtis, Freeman, Nogales, Rosser, Schlosberg, Sutton and White are independent.

The Board reviews the independence of our Directors at least annually, and periodically as needed. In February 2011, prior to recommending Director nominees for election, the Board confirmed that the independent Director nominees had no relationships or transactions that disqualified them as independent.

Who is the Lead Director and what are the Lead Director's duties and responsibilities?

The Lead Director is designated annually by the independent Directors, must be independent, and is expected to devote a greater amount of time to Board service than the other Directors. The current Lead Director is Richard T. Schlosberg, III, who has served in that role since April 2010. The Lead Director's duties and responsibilities are described in our Corporate Governance Guidelines and include all of the following:

In consultation with the non-employee directors, approve agendas and schedules for Board meetings, and approve the flow of information to the Board;

Preside at all meetings at which the Chairman is not present, including executive sessions of the non-employee and the independent directors, and apprise the Chairman of the issues considered;

Be available to serve as a liaison between the Chairman and the independent directors;

Be available for consultation and direct communication with the Company's shareholders and other interested parties;

Call meetings of the non-employee and the independent directors when necessary and appropriate; and

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Perform other duties delegated by the non-employee directors.

Why does the Board believe that its Board leadership structure is appropriate?

The Board has determined that the combined role of Chairman and CEO, together with an independent Lead Director having the duties described above, is in the best interest of our shareholders because it provides the appropriate balance between effective leadership of the Company and independent oversight of management. The EIX Board also believes that having Mr. Craver serve in the combined role of EIX Chairman and CEO is in the best interests of our shareholders because:

He is most familiar with our business and industry, and most capable of identifying strategic priorities and leading the Board's review of strategy;

His day-to-day presence at the Company and interaction with management make him most

Table of Contents

capable of identifying and prioritizing issues and risks for the Board's attention;

The combined role conveys the Board's confidence in his leadership to shareholders and other stakeholders; and

The combined role provides clear accountability for effective leadership and results.

The Board continues to monitor trends in this area and could, under different circumstances, reach a different conclusion.

What is the Board's role in CEO succession planning?

The Board believes that CEO succession planning is one of its most important responsibilities. Our Corporate Governance Guidelines provide that the Board will annually review and evaluate succession planning and management development for the Company's senior officers, including the CEO.

At least annually, the Board meets in executive session with the EIX CEO to discuss succession planning. The discussion includes CEO succession in the ordinary course, CEO succession in the event of an emergency, and succession for other key senior management positions. The frequency of the Board's succession planning discussions depends in part on the period until the CEO's expected retirement. For example, the Board discussed succession planning more frequently in the year prior to the announcement that Mr. Craver would succeed the prior EIX CEO upon his retirement.

In the succession planning process, internal CEO succession candidates are identified and evaluated based on criteria considered predictive of success at the CEO level, taking into account the Company's business strategy. The Board uses a common talent assessment format for each individual. The assessment includes a development plan for each individual.

Our Corporate Governance Guidelines provide that the Board will have opportunities to become acquainted with the senior officers of the Company and others who may have the potential to handle significant management positions. This is carried out through opportunities for officers to make presentations to the Board and Board committees, director education sessions, other business interactions, and social events intended for this purpose.

In addition to the succession planning process, the Compensation and Executive Personnel Committee annually reviews the performance of the CEO and other senior officers. The performance review process is discussed under Compensation Discussion and Analysis Compensation Committee Role and Responsibilities below. The Committee reports on the results to the Board.

What is the Board's role in risk oversight?

Our Corporate Governance Guidelines provide that one of the Board's primary functions is to review the Company's enterprise risk management process and monitor strategic and emerging risks. The Board annually reviews key enterprise risks identified by management, such as financial, reputational, safety and security, and compliance risks, and periodically monitors key risks through reports and discussions regarding key risk areas at Board meetings. The Board also focuses on specific strategic and emerging risks in periodic strategy reviews. The Board annually reviews and approves corporate goals and capital budgets.

Board committees have responsibility for risk oversight in specific areas as follows:

The Audit Committee is responsible for oversight of (i) risk assessment and risk management policies, (ii) major financial risk exposures, and (iii) the steps management has taken to monitor and control these exposures. In carrying out these responsibilities, the Committee semi-annually reviews the Company's risk management processes and key enterprise risks, reviews the EIX risk management committee charter, and receives regular reports on litigation, internal audits and compliance. The Committee also annually reviews and approves the internal audit plan.

The Compensation Committee assesses and monitors risks in the Company's compensation program. The Committee's risk assessment process and factors considered in assessing risk are discussed under Compensation Discussion and Analysis Compensation Design and Risk below.

The Finance Committee monitors risk in the Company's capital investment activities. The Committee regularly monitors the level of capital investment relative to approved capital budgets and must approve significant capital spending variances and projects that are not included in approved capital budgets.

Table of Contents

The Nominating/Corporate Governance Committee advises the Board with respect to Board size and composition, Board committee composition and responsibilities, Lead Director selection and corporate governance practices that help position the Board to effectively carry out its risk oversight responsibility.

The Board believes that its leadership structure supports the Board's risk oversight function. Independent directors chair the Board committees responsible for risk oversight, the Company has an independent Lead Director who facilitates communication between management and directors, and all directors are involved in the review of key enterprise risks.

How many times did the Board meet in 2010?

The Board met six times in 2010. Each Director attended 75% or more of all Board and Board committee meetings he or she was eligible to attend. The Board held four executive sessions of the non-employee Directors and one executive session of the independent Directors.

Does the Company have a policy on attendance of Director nominees at Annual Meetings?

Director nominees are expected to attend Annual Meetings. Ten of the 12 EIX Directors and 11 of the 13 SCE Directors attended the 2010 Annual Meeting. One Director was unable to travel to the United States because of the Iceland volcano and the other Director was in Europe at an event honoring his wife's service as Chair of the international organization Human Rights Watch.

Are Directors required to hold EIX Common Stock?

Yes. Within five years from the date of their initial election to the Board, Directors are required to beneficially own an aggregate number of shares of EIX Common Stock or derivative securities convertible into EIX Common Stock, excluding stock options, having a value equivalent to five times the amount of the annual Board retainer.

All Directors comply with these stock ownership guidelines.

Does EIX have a policy on shareholder rights plans?

The EIX Board has a policy to seek prior shareholder approval of the adoption of any shareholder rights plan unless, due to time constraints or other reasons consistent with the EIX Board's fiduciary duties, a committee consisting solely of independent Directors determines that it would be in the best interests of EIX shareholders to adopt the plan prior to shareholder approval. Any rights plan adopted by the EIX Board without prior shareholder approval will automatically terminate one year after adoption of the plan unless the plan is approved by EIX shareholders prior to such termination.

Is SCE subject to the same corporate governance stock exchange listing standards as EIX?

No. SCE is listed on the NYSE Amex Equities stock exchange, which exempts SCE from designated corporate governance standards for Board and Board committee composition, including director independence, the director nominations process, and the process to determine executive compensation. SCE is exempt from these rules because (i) it is a controlled company with over 50% of the voting power held by its parent company, EIX, and (ii) it has listed only preferred stock on the exchange.

How may I communicate with the Board?

Shareholders and other interested parties may communicate with the Board or individual Directors by following the procedures described on our website at www.edisoninvestor.com, under Corporate Governance.

Where can I find the Company's corporate governance documents?

The EIX Bylaws, Corporate Governance Guidelines, and Board committee charters, and the Ethics and Compliance Code applicable to all Directors, officers and employees of the EIX companies, are posted on our website at www.edisoninvestor.com, under Corporate Governance.

The SCE Bylaws, Corporate Governance Guidelines and Board committee charters are posted on our website at www.sce.com/AboutSCE/CompanyOverview/CorporateGovernance.

Table of Contents**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

It is the Company's policy that the Nominating/Corporate Governance Committee review at least annually, and periodically as needed, any transaction in the prior calendar year or any proposed transaction between the EIX companies and a related person in which the amount involved exceeds \$120,000 and the related person has a material interest. A related person is generally a Director, a Director nominee, an executive officer, or a greater than 5% beneficial owner of any class of voting securities of EIX or SCE, and their immediate family members. This policy is stated in writing in the Nominating/Corporate Governance Committee charter.

The Committee's regular procedure is to obtain from management annually, and periodically as needed, a list of the transactions with related persons described above, and to review these transactions at a meeting held in advance of recommending Director nominations to the Board. The list is based on

information from questionnaires completed by our Directors, Director nominees, and executive officers, together with information obtained from our accounts payable and receivable records. The Committee's procedure is evidenced in the minutes and records for the Committee meeting at which the review occurred.

Director Olson is a partner of the law firm of Munger, Tolles & Olson LLP, which provided legal services to the EIX companies in 2010. Such services are expected to continue in the future. The amount paid to Munger, Tolles & Olson LLP for legal services during 2010 was \$6,667,255. Mr. Olson personally provided five hours of legal services to the EIX companies in 2010.

The terms and conditions of the Company's relationship with Munger, Tolles & Olson LLP are comparable to the terms and conditions of the Company's relationships with other law firms.

BOARD COMMITTEES

The current membership and primary functions of our Audit, Compensation and Executive Personnel, Nominating/Corporate Governance, and Finance Committees are described below.

Director	Audit Committee	Compensation and Executive Personnel Committee	Nominating/ Corporate Governance Committee	Finance Committee
Jagjeet S. Bindra ⁽¹⁾	X			X
Vanessa C.L. Chang	X			X
France A. Córdova			X	X
Charles B. Curtis			Chair	X
Bradford M. Freeman	X	X		
Luis G. Nogales	X			Chair
Ronald L. Olson				X
James M. Rosser		X	X	
Richard T. Schlosberg, III ⁽²⁾		Chair	X	
Thomas C. Sutton	Chair	X		
Brett White	Financial Expert	X	X	
Number of Meetings Held in 2010 (EIX/ SCE)	6/6	5/6	5/5	4/4

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

- (1) Mr. Bindra was appointed to the Audit and Finance Committees upon his election to the Board on April 22, 2010.
- (2) Mr. Schlosberg served as a member of the Audit Committee until April 22, 2010.

Table of Contents

Audit Committee

The Audit Committee's duties and powers, which are further described in its charter, include the following:

Appoint the independent registered public accounting firm.

Assist the Board in its oversight of:

the integrity of financial statements;

finance, accounting, legal compliance and ethics disclosure and internal control systems;

compliance with legal and regulatory requirements;

the qualifications, independence and performance of the Company's independent registered public accounting firm; and

the performance of the internal audit function.

Meet regularly with management, the independent registered public accounting firm, and the internal auditors to make inquiries regarding the manner in which the responsibilities of each are being discharged.

Recommend to the Board the inclusion of the year-end audited financial statements in the Company's Annual Report on Form 10-K.

Review with the independent registered public accounting firm the scope of audit and other engagements and the related fees, their independence, the adequacy of internal accounting controls, and the year-end audited financial statements.

Oversee the Company's (i) risk assessment and risk management policies, (ii) major financial risk exposures and (iii) the steps management has taken to monitor and control these exposures.

Compensation and Executive Personnel Committee

The Compensation and Executive Personnel Committee's duties and powers, which are further described in its charter, include the following:

Review the performance and set the compensation of designated elected officers, including the executive officers.

Review Director compensation for consideration and action by the Board.

Approve the design of executive and Director compensation programs, plans and arrangements.

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Review and assess whether any risks arising from compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee's duties and powers, which are further described in its charter, include the following:

Periodically review Board size and composition and identify and recommend Director candidates.

Review related party transactions.

Periodically review and recommend updates to the Corporate Governance Guidelines.

Advise the Board with respect to corporate governance matters.

Oversee the evaluation of the Board and Board committees.

Review the orientation program for new Directors and continuing education activities for all Directors.

Finance Committee

The Finance Committee's duties and powers, which are further described in its charter, include the following:

Review and monitor capital spending compared to budget.

Approve significant capital spending variances and significant capital projects not included in the budget.

The EIX Finance Committee reviews the following at least annually:

the financing plans, capital structure and credit ratings of EIX and its subsidiaries;

the trust investments of EIX; and

the EIX corporate contributions budget.

The SCE Finance Committee reviews SCE's financing plans, capital structure, credit ratings, and trust investments at least annually.

Table of Contents

AUDIT COMMITTEE REPORT

Management is responsible for the Company's internal controls and the financial reporting process, including the integrity and objectivity of the financial statements. The independent registered public accounting firm is responsible for performing an independent audit of the Company's financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee monitors and oversees these processes. The Committee members are not accountants or auditors by profession and, therefore, have relied on certain representations from management and the independent registered public accounting firm about carrying out its responsibilities.

In connection with the December 31, 2010 financial statements, the Audit Committee:

Reviewed and discussed the audited financial statements with the Company's management;

Discussed with PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, the matters required by the statement on Auditing Standards No. 61, as amended, and as adopted by the Public Company Accounting Oversight Board; and

Received the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding PricewaterhouseCoopers' communications with the Audit Committee concerning independence, and discussed with PricewaterhouseCoopers its independence from the Company.

Based upon these reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's 2010 Annual Report on Form 10-K to be filed with the SEC.

Thomas C. Sutton, Chair

Jagjeet S. Bindra

Vanessa C.L. Chang

Bradford M. Freeman

Luis G. Nogales

Table of Contents**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES**

The following table sets forth the aggregate fees billed to EIX (consolidated total including EIX and its subsidiaries) and SCE, respectively, for the fiscal years ended December 31, 2010 and December 31, 2009, by PricewaterhouseCoopers:

Type of Fee	EIX and Subsidiaries (\$000)		SCE (\$000)	
	2010	2009	2010	2009
Audit Fees	\$ 9,726	\$ 10,850	\$ 5,766	\$ 6,492
Audit-Related Fees ⁽¹⁾	64	116	25	116
Tax Fees ⁽²⁾	4,343	5,144	3,612	4,429
All Other Fees ⁽³⁾	18	363	14	355
Totals	\$ 14,151	\$ 16,473	\$ 9,417	\$ 11,392

⁽¹⁾ The nature of the services comprising these fees were assurance and related services related to the performance of the audit or review of the financial statements and not reported under Audit Fees above.

⁽²⁾ These aggregate fee amounts are composed of tax compliance fees and other tax fees. Those fees were to support compliance with federal, state and foreign tax reporting and payment requirements, including tax return review and review of tax laws, regulations or cases.

⁽³⁾ These fees are related to support services for an SCE computer system and an annual subscription to an Internet accounting research service. The Audit Committee is required to review with management and pre-approve all audit services to be performed by the independent registered public accounting firm and all non-audit services that are not prohibited and that require pre-approval under the Exchange Act. The Committee's pre-approval responsibilities may be delegated to one or more Committee members, provided that such delegates present any pre-approval decisions to the Committee at its next meeting. The Committee has delegated such pre-approval responsibilities to the Committee Chair. The independent registered public accounting firm must assure that all audit and non-audit services provided to the Company have been approved by the Audit Committee.

During the fiscal year ended December 31, 2010, all services performed by PricewaterhouseCoopers were pre-approved by the Audit Committee, irrespective of whether the services required pre-approval under the Exchange Act.

Table of Contents

ITEM 1

ELECTION OF DIRECTORS

Twelve Directors will be elected to the EIX Board and 13 Directors will be elected to the SCE Board, each to hold office until the next Annual Meeting. The Director nominees of EIX and SCE are the same, except that Mr. Litzinger is a nominee for the SCE Board only. A biography of each nominee describing his or her age, business experience during the past five years, and other prior relevant business experience is presented below. The biography includes the specific experience, qualifications, attributes and skills that led the Board to conclude that the nominee should serve as a Director. While each nominee's entire range of experience and skills is considered important, particular experience that contributes to the diversity and effectiveness of the Board is identified below.

JAGJEET S. BINDRA

Mr. Bindra, age 63, has been a Director of EIX and SCE since April 2010. He served as president of Chevron Global Manufacturing, responsible for Chevron Corporation's worldwide refining operations, from 2004 until his retirement in 2009. During his 32-year career at Chevron, Mr. Bindra also served as managing director and chief executive officer of Caltex Australia Limited (2002 to 2003), president of Chevron Pipeline Co. (1997 to 2002), and senior vice president, pipelines, Chevron Overseas Petroleum, Inc. (1995 to 1997). He has been a director of Larsen & Toubro Limited (India) and Transfield Services Limited (Australia) since 2009. Mr. Bindra is a graduate of the Indian Institute of Technology in Kanpur, India, and holds a Master of Science degree in Chemical Engineering from the University of Washington and an MBA degree from Saint Mary's College of California.

Mr. Bindra brings to the Board global experience in a capital intensive industry in the energy sector, which is particularly relevant to the Company's capital investment program and growth strategy. He has expertise in energy value chain and asset management. He also brings independent guidance, strategic management experience and a unique perspective to Board deliberations as our newest Director.

VANESSA C.L. CHANG

Ms. Chang, age 58, has been a Director of EIX and SCE since 2007. She is a principal of EL & EL Investments, a private real estate investment business (since 1999). Ms. Chang has served as chief executive officer and president of ResolveItNow.com, an online dispute resolution service (2000 to 2002) and senior vice president of Secured Capital Corporation, a real estate investment bank (1998). She was a partner of the accounting firm KPMG Peat Marwick LLP for 11 years. Ms. Chang has been a director or trustee of three funds in the American Funds family, advised by Capital Research and Management Company, since 2000, and a director of Blue Shield of California since 2005. She is a graduate of the University of British Columbia and a Certified Public Accountant (inactive).

Ms. Chang brings to the Board experience in accounting and financial reporting and oversight matters. She has spent most of her career in the Southern California area and brings knowledge of the community served by SCE. She also brings experience as a director of public, private and nonprofit organizations, corporate governance knowledge, and independent guidance as an important contributor to Board deliberations.

Table of Contents

FRANCE A. CÓRDOVA

Dr. Córdoba, age 63, has been a Director of EIX and SCE since 2004. She is the president of Purdue University (since 2007). Dr. Córdoba previously served as chancellor of the University of California, Riverside (2002 to 2007) and vice chancellor for research and a professor of physics for the University of California, Santa Barbara (1996 to 2002). From 1993 to 1996, she served as NASA Chief Scientist. Dr. Córdoba has been a director of SAIC, Inc. since 2008, and served as a director of Belo Corporation from 2003 to 2007. She serves on the National Science Board, the Board of Regents of the Smithsonian Institute and the Board of Trustees of the Mayo Clinic. Dr. Córdoba is a graduate of Stanford University and holds a Ph.D in Physics from the California Institute of Technology.

Dr. Córdoba brings to the Board public institution leadership experience and expertise in science and technology matters. Her expertise in technology is particularly valuable in connection with advanced technology developments in the utility industry and renewable energy. She also brings the perspective and insight of a director of other public and private companies and governmental and civic organizations.

THEODORE F. CRAVER, JR.

Mr. Craver, age 59, is the Chairman of the Board, President and Chief Executive Officer of EIX (since 2008). He has been a Director of EIX since 2007 and of SCE since 2008. Mr. Craver has served as Chairman of the Board, President and Chief Executive Officer of EMG (2005 to 2008), and Executive Vice President (2002 to 2004), Chief Financial Officer (2000 to 2004) and Treasurer (1996 to 2004) of EIX. Before joining the Company as Vice President and Treasurer in 1996, Mr. Craver served as executive vice president and corporate treasurer of First Interstate Bancorp (1991 to 1996) and executive vice president and chief financial officer of First Interstate's wholesale banking subsidiary (1986 to 1991). He has been a director of Health Net, Inc. since 2004. Mr. Craver is a graduate of the University of Southern California, where he also received his MBA degree.

Mr. Craver brings to the Board in-depth knowledge of the Company's business, industry and strategy, experienced leadership and a finance background. He has had experience dealing with difficult challenges faced by the Company, including the California energy crisis. He is a leader in the electric utility industry, serving on the board and executive committee of the Edison Electric Institute, an association of U.S. shareholder-owned electric companies, and chairman of the Electric Power Research Institute, which provides independent, public-benefit research and development relating to the generation, delivery and use of electricity.

Table of Contents

CHARLES B. CURTIS

Mr. Curtis, age 70, has been a Director of EIX and SCE since 2006. He served as president and chief operating officer of the Nuclear Threat Initiative, a private foundation dealing with national security issues (2001 to 2009). Mr. Curtis is currently a senior advisor to the Center for Strategic and International Studies, a public policy research institution (since 2009). He has served as executive vice president of the United Nations Foundation (2000) and a partner of the law firm of Hogan & Hartson (1997 to 2000). Mr. Curtis also served as deputy secretary of the U.S. Department of Energy (1995 to 1997), under secretary of the U.S. Department of Energy (1994 to 1995), and chairman of the Federal Energy Regulatory Commission (1977 to 1981). He has been a trustee of the Putnam Funds, a family of over 100 equity and fixed income mutual funds, since 2001. Mr. Curtis is a graduate of the University of Massachusetts, Amherst, and Boston University Law School.

Mr. Curtis brings to the Board experience in energy policy and regulation, which is highly relevant to the Company's business. His expertise in security and nuclear power issues, his public policy experience and his background in legal and compliance matters are also particularly relevant to the Company's business. His experience in leadership and oversight of public and private organizations has provided a strong corporate governance knowledge that is valuable in his role as Chair of the Company's Nominating/Corporate Governance Committee.

BRADFORD M. FREEMAN

Mr. Freeman, age 69, has been a Director of EIX and SCE since 2002. He is a founding partner of Freeman Spogli & Co., a private investment company (since 1983). Mr. Freeman has served as managing director of the brokerage firm Dean Witter Reynolds, Inc. (1976 to 1983). He has been a director of CB Richard Ellis Group, Inc. since 2001. Mr. Freeman is a graduate of Stanford University and holds an MBA degree from Harvard Business School.

Mr. Freeman brings to the Board knowledge and experience in the capital markets and securities business, which is particularly valuable in the Company's capital intensive business and in the context of its capital investment and growth strategy. He also brings the perspective of managing an investment portfolio and an understanding of shareholder concerns. As a result of his career in the Southern California area, he brings knowledge of the community served by SCE.

RONALD L. LITZINGER

Mr. Litzinger, age 51, became President and a Director of SCE on January 1, 2011. He has held a wide range of executive positions at the EIX companies since joining SCE as an engineer in 1986, including President and Chief Executive Officer of EMG (2008 through 2010), Senior Vice President of SCE responsible for transmission and distribution operations (2005 to 2008), Vice President of EIX responsible for strategic planning (2004 to 2005), Senior Vice President and Chief Technical Officer of EME (2002 to 2004), and Senior Vice President of EME's worldwide operations (1999 to 2002). Mr. Litzinger is a graduate of the University of Washington with a chemical engineering degree and received a Master of Arts degree from the University of Redlands.

Mr. Litzinger brings to the SCE Board in-depth knowledge of the Company's business, experienced leadership and an engineering background. He also brings senior executive, operations and strategic planning experience developed during his 24 years of service with the Company.

Table of Contents

LUIS G. NOGALES

Mr. Nogales, age 67, has been a Director of EIX and SCE since 1993. He is managing partner of Nogales Investors, LLC, a private equity investment company (since 2001). Mr. Nogales has served as president of Nogales Partners, a private equity investment company (1990 to 2001), president of Univision, a Spanish language television network (1986 to 1988), and chairman of the board and chief executive officer of United Press International, a communications company (1983 to 1986). He has been a director of Arbitron Inc. and KB Home since 2001. Mr. Nogales is a member of the Board of Trustees of the J. Paul Getty Trust. He is a graduate of San Diego State University and Stanford Law School.

Mr. Nogales brings to the Board business, management and chief executive leadership experience in media and marketing enterprises and the Spanish language market, which is particularly relevant in the communities served by SCE. He also brings the perspective and insight of a director of other public companies and a private equity investor who understands shareholder concerns. Mr. Nogales' mix of executive and investor experience is valuable in his role as Chair of the Company's Finance Committee. He brings broad knowledge of the Company's business and corporate history developed through 18 years of service on the Board.

RONALD L. OLSON

Mr. Olson, age 69, has been a Director of EIX and SCE since 1995. He is a partner of the law firm of Munger, Tolles and Olson LLP (since 1970). Mr. Olson has been a director of Berkshire Hathaway, Inc. since 1997, City National Corporation since 2001 and The Washington Post Company since 2003, and a director or trustee for three funds in the Western Asset Funds complex since 2005. He is a trustee of the RAND Corporation and the California Institute of Technology, and a director of the Council on Foreign Relations. Mr. Olson is a graduate of Drake University and University of Michigan Law School, and holds a Diploma in Law from Oxford University.

Mr. Olson brings to the Board legal experience in complex litigation, regulatory and transactional matters and corporate counseling for large corporations. He also has experience in a wide range of governance and public policy matters as a director of various public and private companies and non-profit organizations, and leadership in the community developed through his business and civic affiliations. Mr. Olson brings considerable knowledge of the Company's business and corporate history developed through 16 years of service on the Board.

JAMES M. ROSSER

Dr. Rosser, age 71, has been a Director of SCE since 1985 and of EIX since 1988. He is the president of California State University, Los Angeles (since 1979). Dr. Rosser is a director of the California Community Foundation, a member of the Board of Governors of the Los Angeles County Economic Development Corporation, and a member of the Government-University-Industrial Research Roundtable of the National Academies. He has served as a director of privately-held companies, including Sanwa Bank of California and Fedco, a membership-based retail store chain that operated in Southern California. Dr. Rosser is a graduate of Southern Illinois University, where he also received his Ph.D and Master of Arts degrees.

Dr. Rosser brings to the Board public institution leadership experience, and community knowledge and leadership. His involvement in local educational, civic and charitable organizations brings a valuable perspective on SCE's workforce and customer base. He also brings extensive knowledge of the Company's business and corporate history developed through 26 years of service on the Board.

Table of Contents

RICHARD T. SCHLOSBERG, III

Mr. Schlosberg, age 66, has been a Director of EIX and SCE since 2002. He has served as president and chief executive officer of The David and Lucile Packard Foundation, a private family foundation (1999 to 2004), publisher and chief executive officer of The Los Angeles Times (1994 to 1997), and executive vice president and director of The Times Mirror Company, a media communications company (1994 to 1997). Mr. Schlosberg has been a director of eBay Inc. since 2004, and served as a director of BEA Systems, Inc. from 2005 to 2008. He is chairman of the board of the Kaiser Family Foundation. Mr. Schlosberg is a graduate of the United States Air Force Academy, and holds an MBA degree from Harvard Business School.

Mr. Schlosberg brings to the Board business, management and chief executive leadership experience in the communications industry, including in the local markets served by SCE. He also brings executive compensation expertise from his business experience and his experience as a member and Chair of the Company's Compensation and Executive Personnel Committee. He has exercised additional independent leadership as the Company's Lead Director, devoting significant time and attention to the Company. He brings the perspective and insight of a director at other public and private companies.

THOMAS C. SUTTON

Mr. Sutton, age 68, has been a Director of EIX and SCE since 1995. He has served as chairman of the board and chief executive officer of Pacific Life Insurance Company (1990 to 2007) and as a trustee of the Pacific Funds (2001 to 2007). Mr. Sutton has been a director of Pacific Mutual Holding Company and Pacific LifeCorp since 1997, and the Public Policy Institute of California since 2002. He is a graduate of the University of Toronto.

Mr. Sutton brings to the Board business and chief executive leadership experience in an industry which, like the electric utility industry, is highly regulated. He also brings extensive knowledge of finance and accounting matters to his role as the Company's Audit Committee Chair and financial expert. He brings significant knowledge of the Company's business and corporate history developed through 16 years of service on the Board.

BRETT WHITE

Mr. White, age 51, has been a Director of EIX and SCE since 2007. He is the chief executive officer and president of CB Richard Ellis Group, Inc., a commercial real estate services firm (since 2005). Mr. White has served as president of CB Richard Ellis Group, Inc. (2001 to 2005) and chairman of the Americas of CB Richard Ellis Services, Inc. (1999 to 2001). He has been a director of CB Richard Ellis Group, Inc. since 2001. Mr. White is a trustee of the University of San Francisco. He is a graduate of the University of California, Santa Barbara.

Mr. White brings to the Board the experience, strategic perspective, critical judgment and analytical skills of an active chief executive officer of a public company. CB Richard Ellis is engaged in commercial real estate services, including property management and development, which is relevant to the Company's infrastructure growth strategy. He also brings the perspective of a business customer headquartered and doing business in the local markets served by SCE.

The Board recommends that you vote FOR the EIX and SCE Director nominees, as applicable.

Table of Contents

ITEM 2

**RATIFICATION OF THE APPOINTMENT OF THE
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for calendar year 2011. The Company is asking shareholders to ratify this appointment.

PricewaterhouseCoopers is an international accounting firm which provides leadership in public utility accounting matters. Representatives of PricewaterhouseCoopers are expected to attend the Annual Meeting to respond to appropriate questions and to make a statement if they wish.

The Company is not required to submit this appointment to a shareholder vote. Ratification would be advisory only. However, if the shareholders of either EIX or SCE do not ratify the appointment, the appropriate Audit Committee will investigate the reasons for rejection by the shareholders and will reconsider the appointment.

The Board recommends that you vote FOR Item 2.

ITEM 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

In December 2009, the EIX Board adopted a policy to give its shareholders an annual advisory vote on executive compensation. Management's proposal at last year's Annual Meeting to approve our executive compensation philosophy, policies and procedures received support from approximately 93% of the votes cast. The advisory vote this year, commonly known as "Say-on-Pay," is required by SEC rules to be provided and gives shareholders the opportunity to endorse or not endorse our executive compensation.

Our executive compensation is described under "Compensation Discussion and Analysis" below. We encourage you to read it carefully. Our executive compensation program is reviewed and approved by the Compensation and Executive Personnel Committee. The Board believes our competitive compensation structure aligns executive compensation with shareholder value and serves shareholders well.

EIX and SCE request shareholder approval of the compensation paid to their named executive officers, as disclosed in this Joint Proxy Statement pursuant to the SEC's compensation disclosure

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

rules, including the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables.

The Company values constructive dialogue with shareholders on compensation and other important governance matters. Because your vote is advisory, it will not be binding upon the Board or the Company. However, the Compensation and Executive Personnel Committee will consider the outcome of the vote and any constructive feedback from shareholders when making future executive compensation decisions as it deems appropriate.

The Board recommends that you vote FOR Item 3.

Table of Contents

ITEM 4

ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by SEC rules, this Item 4 provides shareholders with the opportunity to cast an advisory vote on how often the Company should include a Say-on-Pay vote in its proxy materials for any shareholders meetings at which directors will be elected and for which the materials require executive compensation information.

The Board believes that Say-on-Pay votes should be conducted every year so that shareholders may express their views on the Company's executive compensation with timely input.

The proxy card gives shareholders the choice to vote to have the Say-on-Pay vote every year, every two years or every three years, or abstain from voting.

Therefore, shareholders will not be voting to approve or disapprove the Board's specific recommendation.

Like the Say-on-Pay vote, because your vote is advisory, it will not be binding upon the Board or the Company. However, the Compensation and Executive Personnel Committee values the opinions expressed by shareholders and will take into account the outcome of the vote when considering the frequency of future advisory votes on executive compensation.

The Board recommends that you vote to hold the advisory vote on executive compensation every year.

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis explains the material elements of our executive compensation program for our named executive officers (Named Officers).

The EIX and SCE Named Officers for 2010 are listed in the table below:

Name and Title	EIX Named Officer	SCE Named Officer
Theodore F. Craver, Jr.		
EIX Chairman of the Board,	X	
President and CEO		
Alan J. Fohrer		
SCE Chairman of the Board	X	X
and CEO through 12/31/2010		
W. James Scilacci		
EIX Executive Vice President,	X	
Chief Financial Officer (CFO)		
and Treasurer		
Robert L. Adler		
EIX Executive Vice President	X	
and General Counsel		
Ronald L. Litzinger		
EMG Chairman of the Board,		
President and CEO through	X	
12/31/2010; SCE President		
effective 1/1/2011		
Linda G. Sullivan		
SCE Senior Vice President		X
and CFO		
John R. Fielder		
SCE President through		X
12/31/2010		
Pedro J. Pizarro		X

SCE Executive Vice President

through 12/31/2010; EMG

President effective 1/1/2011

Peter T. Dietrich

SCE Senior Vice President

effective 11/15/2010 and

X

Chief Nuclear Officer

effective 12/9/2010

In this Compensation Discussion and Analysis, the term "CEO" means the Chief Executive Officer of EIX, unless otherwise indicated.

Overview of 2010 Named Officer Compensation

The following summary is intended to be useful in connection with your review of the Summary Compensation Table and your consideration of Item 3 Advisory Vote on Executive Compensation.

Our Named Officers' total direct compensation consists of three components: base salary, annual cash incentive awards (shown below in the Summary Compensation Table under "Non-Equity Incentive Plan Compensation"), and stock-based long-term incentive awards (shown below in the Summary Compensation Table under "Stock Awards" and "Option Awards").

Our policy is to set Named Officers' target base salary and total direct compensation at approximately the median for comparable positions in our utility peer group.

Base salary increases, other than promotional increases, are limited primarily to executives with satisfactory performance whose salaries are low compared to market median.

Our incentive compensation performance measures are balanced between financial, strategic and operational goals (for annual incentive awards) and total shareholder return (for performance shares). Individual performance is also a factor in annual incentive awards.

Annual incentive awards for 2010 were generally above target, primarily reflecting strong financial performance relative to pre-established goals. EIX and SCE exceeded their earnings per share goals. Most of the strategic and operational goals were met or exceeded. See "2010 Executive Compensation Program Elements - Annual Incentives" below.

The Compensation and Executive Personnel Committee (the "Committee") also took stock price performance into account in the exercise of its discretion in determining Named Officer compensation. In 2010, EIX's stock price increased 11%, considerably outperforming the Philadelphia Utility Index which increased by 0.9%, and slightly underperforming the S&P 500 Index which increased by 12.8%.

Table of Contents

The Committee also took into account total shareholder return (TSR) performance. In 2010, EIX 's TSR increased 15.1%. Our TSR for the year was at the 80th percentile of the Philadelphia Utility Index. However, our executives received no payout for performance shares payable for the performance period ending in 2010 because TSR for the applicable three-year performance period did not meet the threshold level. See the discussion following the Grants of Plan-Based Awards table below for additional information on the performance measure.

Other key 2010 compensation actions were:

A 4.8% base salary increase for Mr. Craver to bring his salary closer to peer group median. Data from the Committee 's independent compensation consultant showed that his base salary and total direct compensation were below the 25th percentile.

A base salary increase for Mr. Scilacci and Ms. Sullivan to bring their salaries closer to peer group median salaries.

An increase in the target long-term incentive award values for Messrs. Craver, Fohrer, Scilacci, Adler and Litzinger. Data from the Committee 's independent compensation consultant showed that their long-term incentive award targets were below peer group median levels.

The elimination of excise tax gross-ups for change-in-control severance benefits.

Messrs. Fohrer and Fielder are included in the Summary Compensation Table because they were executive officers through December 31, 2010. They retired effective January 1, 2011.

Compensation Committee Role and Responsibilities

The Committee has the authority and responsibility to review and determine the compensation paid to Company officers, including the Named Officers. The Committee determines each Named Officer 's compensation following an annual review of corporate performance and the officer 's individual performance.

The CEO provides the Committee with recommendations regarding the compensation of the Named Officers (other than his own). Other Named Officers participate in developing and reviewing

compensation recommendations, but do not participate in recommendations regarding their own compensation.

In determining the compensation of the CEO, the Committee Chair solicits input on his performance from the non-employee Directors. The Chair reports to the Committee on the input received. The Committee discusses the report and determines the compensation of the CEO in executive session without the CEO present. The Chair also reports to the Board in a non-management executive session on the input received and the Committee 's compensation determination.

For officers who are not EIX executive officers, the Committee has authorized the CEO and the EIX Senior Vice President for Human Resources to jointly approve special relocation, recruitment and retention awards within specific limits pre-approved by the Committee. Mid-year compensation determinations for newly hired and promoted officers who are not EIX executive officers that are within guidelines previously approved by the Committee do not require Committee approval.

Compensation Consultant

The Committee has the sole authority to retain and terminate any compensation consultant engaged to assist in the evaluation of officer compensation, including the Named Officers. The Committee has retained Frederic W. Cook & Company, Inc. (F.W. Cook) as its independent compensation consultant to assist with the following:

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Identifying industry trends and norms;

Reviewing and identifying the appropriate peer group companies; and

Evaluating relevant executive compensation data for these companies.

F.W. Cook's responsibilities include:

Reviewing the executive and Director compensation programs;

Advising the Committee of compensation plans or practices that might be made more effective;

Advising the Committee on norms and best practices for executive and Director compensation; and

Table of Contents

Advising the Committee on areas of concern and risk in the compensation programs. F.W. Cook has not performed any services for the Company unrelated to the Committee's responsibilities for our compensation programs, and all interactions with management are incidental to its work for the Committee.

Compensation Design and Risk

Compensation Objectives

Our executive compensation program seeks to achieve three fundamental objectives:

Attract and retain qualified executives;

Focus executives' attention on specific strategic and operating objectives of the Company; and

Align executives' interests with the long-term interests of the shareholders and, for SCE, its ratepayers.

Material Elements of Compensation

The material elements of our executive compensation program include:

Base salaries;

Performance-based annual cash incentives;

Long-term incentives, including performance-based equity;

Retirement and other post-employment benefits;

Severance benefits; and

Limited perquisites.

The Committee believes that each element is appropriately structured to help achieve one or more of the executive compensation program objectives.

Risk Assessment of Compensation Policies and Practices

Our executive compensation policy directs that our total compensation structure should not encourage inappropriate or excessive risk-taking. The Committee takes risk into consideration when reviewing and approving executive compensation.

As specified in its charter, and with the assistance of F.W. Cook and Company management, the Committee reviewed the Company's compensation programs for executives and for employees generally and has concluded that these programs do not create risks that are reasonably likely to have a material adverse effect on the Company.

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

In particular, in concluding that the current executive compensation program does not encourage inappropriate or excessive risk-taking, the Committee noted the following characteristics which limit risk:

Short-term incentives are balanced with long-term incentives to lessen the risk that short-term objectives might be pursued to the detriment of long-term value;

Goals for short-term incentive programs are varied (not focused on just one metric) and include specific risk management, safety and compliance goals, and are subject to Committee review and discretion as to the ultimate award payment for executives;

Long-term incentive awards are subject to a multi-year vesting schedule;

The ultimate value of equity grants is not solely dependent on stock price due to the use of relative TSR for performance shares;

Stock ownership guidelines require top officers to hold company stock worth two to five times their salary; and

Executive retirement and deferred compensation benefits are unfunded and thus depend in part on the continued solvency of the Company.

Benchmarking

All elements of executive compensation are regularly benchmarked against executive compensation in peer companies. Base salary, target annual incentives, and long-term incentive grant values are benchmarked annually. Other executive benefits and perquisites are benchmarked at least every three years. In connection with its 2010 benchmarking review of executive benefits, the Committee eliminated excise tax gross-ups on change-in-control severance benefits for all executives.

Table of Contents

The Committee selected the following companies as the 2010 peer group, which includes all companies in the Philadelphia Utility Index except AES Corporation, plus Sempra Energy. The same peer group has been used by the Committee since 2005.

2010 Peer Group Companies	
Ameren	First Energy
American Electric Power	FPL Group
CenterPoint Energy	Northeast Utilities
Consolidated Edison	Pacific Gas & Electric
Constellation Energy	Progress Energy
Dominion Resources	
DTE Energy	
	Public Service Enterprise Group
Duke Energy	Sempra Energy
Entergy	Southern Company
Exelon	Xcel Energy

AES Corporation is excluded from the group because its mix of business revenues differs significantly from that of EIX and the other companies in the group, and Sempra Energy is included due to its California nexus. The Committee believes this peer group provides more relevant comparative compensation data.

The target value of total direct compensation for each Named Officer is set at approximately the median level for that position among the peer group companies. The reasons supporting the Committee's determination to use the median level include:

The policy of the applicable regulatory authorities that SCE should provide market level compensation, and the desire for internal compensation equity across EIX, SCE and EMG;

Above-median compensation generally has not been necessary for recruitment and retention; and

Below-median compensation would create retention and recruitment difficulties.

Tally Sheets

The Committee reviewed tally sheets for the EIX Named Officers as of December 31, 2009 and 2010.

Tally sheets provide the Committee with information about the following components of compensation paid over a three-year period:

Cash compensation (base pay and annual incentives);

Equity award values (stock options, performance shares and restricted stock units); and

Changes in pension values and non-qualified plan earnings.

The tally sheets also provide the amounts payable in the event of voluntary or involuntary separation from service, death or disability, or a change in control resulting in termination.

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

The Committee also reviews other information for Named Officers' compensation, including stock program statistics on share usage, analysis of current exercise values of prior option grants; and a summary of current and past performance share results.

2010 Executive Compensation Program Elements

Base Salaries

None of the Named Officers has a contractual right to receive a fixed base salary.

Each Named Officer is assigned to an executive band based on his or her position. Each band has a base salary range consisting of a minimum, median and maximum. The median of the base salary range is the average of market median salaries for comparable positions in that band at the peer group companies. The peer group salary data is provided to the Committee by F.W. Cook.

Each December, the Committee approves the base salary range for each band for the upcoming year. At that time, the Committee may adjust the salary range for one or more bands based on peer group data.

Each February, the Committee determines each Named Officer's base salary for the current year. Base salary changes are effective in March of each year. The total base salary that was paid to each Named Officer for service in 2010 is the amount reported in column (c) of the Summary Compensation Table below.

Table of Contents

The Committee approved the base salary increases for 2010 reflected in the Summary Compensation Table for Messrs. Craver and Scilacci and Ms. Sullivan to bring their salaries closer to peer group median salaries, and for Mr. Adler for internal pay equity purposes.

The salary increases between 2008 and 2009 shown in the Summary Compensation Table for Messrs. Craver, Scilacci, Litzinger and Pizarro primarily reflect the fact that these officers were promoted during 2008, and the lower 2008 salaries reflect a partial year at the pre-promotion salary rate.

Annual Incentives

The annual incentive program for executives is the EIX Executive Incentive Compensation Plan. The annual incentive program is designed to focus executives' attention on specific strategic and operating objectives of the Company. None of the Named Officers has a contractual right to receive a fixed annual incentive award.

Each December, the Committee approves the target and maximum potential annual incentive awards for each executive band for the upcoming year. The target award is stated as a percentage of base salary. It is based on the median level of target annual incentive awards for comparable positions at the peer group companies. For 2010, the Committee did not increase the target or maximum annual incentive award for any band that includes Named Officers. The maximum award is two times the target amount, which F.W. Cook has advised is the most prevalent practice among the peer group companies. The 2010 target and maximum annual incentive award amounts for the Named Officers are in the Grants of Plan-Based Awards table below.

Each February, the Committee determines the annual incentive award amounts for Named Officers for the prior year, based on its judgment of corporate performance relative to pre-established goals (generally determined in February of the prior year), other factors that the Committee determines are important, and individual performance. Corporate performance for each Named Officer is evaluated based on performance relative to the goals of EIX, SCE or EMG, depending on where the officer served during the year. Messrs. Craver, Scilacci and Adler

were evaluated based on EIX performance, Messrs. Fohrer, Fielder, Pizarro and Dietrich and Ms. Sullivan were evaluated based on SCE performance, and Mr. Litzinger was evaluated based on EMG performance.

The Committee approved 2010 goals for each of EIX, SCE and EMG. The goals reflect key financial, strategic and operating objectives for the year. Financial performance was measured by core earnings per share.⁽¹⁾ For EMG, financial performance was also measured by adjusted EBITDA.⁽²⁾ Non-financial goal categories were strategic plan implementation; regulatory and legislative advocacy; safety, risk management and compliance; and people and culture. Many of the non-financial goals were qualitative in nature.

The Committee determined whether the goals in each category were met, exceeded or unmet. The Committee used a scoring matrix as a guideline for assessing the impact of meeting, exceeding, or failing to meet goals. At target, financial performance was weighted 60% and each non-financial goal category was weighted 5%, 10%, or 15%. While the Committee

⁽¹⁾ Core earnings per share is defined as GAAP total earnings per share, excluding income or loss from discontinued operations and income or loss from other discrete items that management does not consider representative of ongoing earnings. In 2010, the other discrete items included the impact of the global tax settlement with the Internal Revenue Service, the tax impact of recent healthcare legislation on SCE, and EMG's write-off of certain capitalized costs.

⁽²⁾ Adjusted EBITDA is defined in 2010 as EMG's GAAP total earnings, excluding income or loss from discontinued operations, plus (i) interest expense (net of amounts capitalized) and depreciation, decommissioning and amortization, minus (ii) interest income and income tax benefits, plus (iii) the net amount of certain specific adjustments. The specific adjustments included an addition of approximately \$62 million related to production tax credits from EMG's wind projects and a net addition of approximately \$48 million from the exclusion of gains on the sale of assets, losses on the early extinguishment of debt and leases, and losses from the impairment of assets and investments.

Table of Contents

believes the scoring matrix provides a valuable guideline for assessing corporate performance, there is no pre-set formula for incentive awards. Assessment of performance and final incentive award determinations are based on the Committee's subjective judgment giving it ultimate authority and discretion to determine whether goals have been met. Such discretion avoids the rigid determination of incentive awards based on goals that, in some instances, may not take into consideration unexpected events or contributors to the Company's successes or challenges.

The table below shows, for EIX, SCE and EMG, the core earnings per share goal and the 2010 actual core earnings per share achieved. The core earnings goal was set at the midpoint of the earnings guidance range announced on March 1, 2010.

Company	Target	Actual
	Core EPS	Core EPS
EIX	\$3.30	\$3.48
SCE	\$2.80	\$3.01
EMG	\$0.62	\$0.59

EMG's adjusted EBITDA of \$798 million exceeded its target of \$782 million. While EMG's core earnings per share fell short of the goal, the Committee took into account the fact that the shortfall resulted from tax legislation enacted in December 2010 and a resulting delay in tax allocation payments from EIX to EMG. For a discussion of the impact of the new tax laws, see Management's Discussion & Analysis of Financial Condition and Results of Operations - Edison International Overview - Bonus Depreciation Impact on Edison International, included as part of EIX's 2010 Annual Report to Shareholders.

Strategic and operational goals and results particularly taken into account in the Committee's assessment of corporate performance included the following:

Company and Goal	Result
EIX, SCE, EMG: Successfully resolve global tax settlement with the California Franchise Tax Board.	Goal exceeded. The Company recognized a \$175 million earnings benefit in connection with the settlement with the California Franchise Tax Board.
SCE: Achieve successful outcomes for key regulatory proceedings and legislative priorities.	Goal exceeded. Achieved favorable settlement of the Federal Energy Regulatory Commission rate case; progress made toward favorable California renewable portfolio standard legislation; and favorable developments achieved on other regulatory and legislative priorities.
SCE: Advance deployment of Edison SmartConnect.	Goal exceeded. Number of smart meter installations exceeded target, while spending was below budget.
SCE: San Onofre Nuclear Generating Station (SONGS) operational excellence.	Goal not met. SCE continued to address regulatory and performance issues at SONGS. The Unit 2 steam generator replacement outage extended beyond the initial estimated timeframe.
EMG: Develop and execute permitting strategy and timetable to comply with Illinois Combined Pollutant Standard.	Goal exceeded. Permits were issued by the Illinois Environmental Protection Agency for installation of a dry sorbent injection system using Trona technology at EMG's Waukegan Station Unit 7 and Powerton Station Units 5 and 6.

Table of Contents

In February 2011, the Committee evaluated 2010 corporate and individual Named Officer performance and determined the 2010 annual incentive awards for the Named Officers. The amount of each Named Officer's 2010 annual incentive award earned is in column (g) of the Summary Compensation Table.

As Senior Vice President and Chief Nuclear Officer for SCE, Mr. Dietrich participated in a plan approved by the SCE Committee in June 2010 for executives employed at SONGS (the SONGS Plan). The SONGS Plan provides that a portion of Mr. Dietrich's target annual incentive otherwise payable under the EIX Executive Incentive Compensation Plan for the three-year period from 2010 through 2012 is aggregated as an award under the SONGS plan and payable subject to goals specific to SONGS performance over that time. The maximum award under the SONGS Plan is three times the three-year aggregate target incentive. The 2010 target and maximum annual incentive award amounts for Mr. Dietrich under the SONGS Plan are in the Grants of Plan-Based Awards table below, and the amount of his award for 2010 is reflected in column (g) of the Summary Compensation Table.

To qualify annual incentive awards as deductible performance-based compensation under Section 162(m) of the Internal Revenue Code (Section 162(m)), the EIX Committee adopted the 2010 Executive Annual Incentive Program (2010 Incentive Program) pursuant to the provisions of the 2007 Performance Incentive Plan. Under the 2010 Incentive Program, an overall maximum annual incentive award for 2010 was established for each participating Named Officer as a specified percentage of an annual incentive award pool, with the aggregate award pool having a maximum value equal to 1.5% of EIX's 2010 consolidated earnings from continuing operations, subject to adjustment for the effects of any special charges to earnings.

The actual annual incentive for 2010 awarded to each participating Named Officer was less than the applicable maximum determined under the 2010 Incentive Program. This program was designed to establish each participating Named Officer's annual incentive award in a manner that complied with the performance-based compensation requirements of Section 162(m), while still preserving the Committee's flexibility to determine the actual annual incentive award for each Named Officer

under the EIX Executive Incentive Compensation Plan up to the maximum amount determined under the 2010 Incentive Program.

Long-Term Incentives

Our policy is that the Named Officers' long-term incentives should be directly linked to the value provided to shareholders of EIX Common Stock. Therefore, 100% of the Named Officers' long-term incentives is awarded in the form of equity instruments reflecting, or valued by reference to, EIX Common Stock.

In 2010, each Named Officer's long-term incentive award value was in the form of:

50% non-qualified stock options;

25% performance shares; and

25% restricted stock units.

The Committee believes the long-term incentive award allocations strike an appropriate balance among equity awards that reward:

Absolute shareholder return (non-qualified stock options);

Relative shareholder return (performance shares); and

Shareholder value over a multi-year vesting period for retention purposes (restricted stock units).

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Each December, the Committee approves the target long-term incentive award value for each executive band for the upcoming year. The target value is stated as a percentage of base salary and is based on the median level of target long-term incentive award values at the peer group companies.

For 2010, the Committee increased the target long-term incentive award value for two bands that include Named Officers. In each instance, the increase partially closed the gap between projected 2010 market median levels, based on data provided by F.W. Cook, and 2009 target award values. The target value for Mr. Craver was increased by approximately 17%, from 320% to 375%. The target value for Messrs. Fohrer, Scilacci, Adler and Litzinger was increased by approximately 9%, from 160% to 175%.

Table of Contents

The Committee approved grants of stock options, performance shares, and restricted stock units to the Named Officers on February 24, 2010, with a grant date of March 3, 2010. The Committee approved long-term incentive awards valued at 110% of target for Messrs. Craver, Scilacci and Litzinger in recognition of their expected contributions to long-term performance. The grant date value of each award is listed in the Grants of Plan-Based Awards table below.

The EIX Committee approved the award values and methodology for converting those values into the number of options, performance shares, and restricted stock units at the time of each long-term incentive grant. The aggregate grant date values of Named Officers' 2010 long-term incentive awards are reflected in columns (e) and (f) of the Summary Compensation Table.

Named Officers will realize value in the stock option portion of their long-term award only if the EIX stock price appreciates after the grant date.

Named Officers will realize value in the performance share portion of their long-term award only if EIX's total shareholder return over the three-year performance period ranks at the 40th percentile or higher among the peer group companies.

Named Officers will realize value in the restricted stock unit portion of their long-term award at the end of the three-year vesting period commensurate with the value realized by shareholders from dividends and changes in the stock price.

Retirement Benefits and Other Post-Employment Benefits

The Named Officers receive retirement benefits under qualified and non-qualified defined-benefit and defined-contribution retirement plans. The SCE Retirement Plan and 401(k) Plan are both qualified retirement plans in which the Named Officers participate on substantially the same terms as other participating employees.

Due to limitations imposed by ERISA and the Internal Revenue Code, the benefits payable to the Named Officers under the SCE Retirement Plan and the 401(k) Plan are limited. Because we do not

believe that it is appropriate for retirement benefits to be reduced because of limits under ERISA and the Internal Revenue Code, we have established non-qualified supplemental defined-benefit and defined-contribution retirement plans that permit the Named Officers to receive the full amount of benefits that would be paid under the qualified plans but for such limitations, and certain additional benefits described below.

The non-qualified defined-benefit retirement plan is the Executive Retirement Plan. Defined-benefit retirement values are calculated using actual salaries and annual incentive award amounts (without reduction for ERISA and Internal Revenue Code limits), subject to reduction for benefits under the SCE Retirement Plan, the profit sharing benefit feature of the 401(k) Plan, and a portion of their Social Security benefits.

The non-qualified defined-contribution retirement plan is the Executive Deferred Compensation Plan, which permits Named Officers to defer up to:

75% of their base salaries;

100% of their annual incentive awards and certain special awards payable in cash; and

100% of certain long-term incentives payable in cash (including dividend equivalents associated with stock options granted prior to 2007 and a portion of performance share awards).

We make a matching deferred contribution on base salary deferrals in amounts that are intended to correspond to the matching contribution that would have been made under the 401(k) Plan absent Internal Revenue Service limits, and on annual incentive award deferrals at one-half the rate of matching contributions on salary. Amounts deferred under this plan are credited with interest since participants essentially are lending to the Company the amounts they otherwise would have been paid in salary, annual incentive awards, long-term incentives, or other payouts.

We believe that providing the Named Officers with deferred compensation opportunities is a cost-effective way to permit officers to receive the tax benefits associated with delaying income tax on the compensation deferred, even though the related deduction for the Company is also

deferred.

Table of Contents

SCE made a one-time special contribution on Mr. Dietrich's behalf to the Executive Deferred Compensation Plan in connection with his recruitment to SCE as Chief Nuclear Officer at SONGS. The contribution will vest on the five-year anniversary of his first day of employment. The vesting and other payment provisions governing this contribution are further described in the footnotes to the Non-Qualified Deferred Compensation table below. The value of this contribution is reflected in column (i) of the Summary Compensation Table below.

The Company also sponsors survivor and disability benefit plans in which the Named Officers are eligible to participate.

Severance Benefits

Our policy regarding severance protection for Named Officers stems from its importance in recruiting and retaining executives. Executives are recruited from well-compensated positions in other companies or have attractive opportunities with other companies. We believe offering one year's worth of compensation and benefits if any officer is involuntarily severed without cause offers financial security to offset the risk of leaving another company or foregoing an opportunity with another company. Severance benefits are not offered for resignation for good reason, except in the event of a change in control. The Company also provides severance protection for non-executive employees whose positions are eliminated.

The current executive compensation plans offer additional benefits in the event of a change in control of EIX. We believe that the occurrence, or expected occurrence, of a change-in-control transaction would create uncertainty regarding continued employment for Named Officers. This uncertainty would result from the fact that many change-in-control transactions result in significant organizational changes, particularly at the senior executive level.

To encourage the Named Officers to remain employed with the Company during a time when their prospects for continued employment following the transaction would be uncertain, and to permit them to remain focused on the Company's interests during the change in control, the Named Officers would be provided with enhanced severance benefits if their employment were actually or constructively

terminated without cause within a defined period of a change in control. Constructive termination would include occurrences such as a material diminution in duties or salary, or a substantial relocation.

Given that none of the Named Officers has an employment agreement that provides for fixed positions or duties, or for a fixed base salary or annual incentive award, we believe that a constructive termination severance trigger is needed to prevent potential acquirors from having an incentive to constructively terminate a Named Officer's employment to avoid paying any severance benefits at all.

After reviewing the reasons for providing tax gross-ups on severance benefits, and considering the emerging trend toward elimination of those reimbursements, in December 2010 the Committee eliminated excise tax gross-ups on change-in-control severance benefits for all executives. Previously, Named Officers would have been reimbursed for the full amount of any excise taxes imposed on their severance payments and any other payments under Section 4999 of the Internal Revenue Code, and for all taxes due on the amount of that reimbursement to preserve the level of change-in-control severance protections that the Committee had determined to be appropriate.

We do not believe that Named Officers should be entitled to receive their cash severance benefits merely because a change-in-control transaction occurs. Therefore, the payment of cash severance benefits is subject to a double-trigger where an actual or constructive termination of employment would also have to occur before payment.

However, if a change in control occurs where EIX is not the surviving corporation, and following the transaction, outstanding equity awards would not be continued or assumed, then Named Officers would receive immediate vesting of their outstanding equity awards as described under Potential Payments Upon Termination or Change in Control below.

We believe it is appropriate to fully vest equity awards in change-in-control situations where EIX is not the surviving corporation and the equity awards are not assumed, whether or not employment is terminated, because such a transaction effectively ends the Named Officers' ability to realize any further value with respect to the equity awards.

Table of Contents

In order to structure restricted stock units in a manner that complies with the requirements of Section 409A of the Internal Revenue Code, restricted stock units granted in 2009 and 2010 would immediately vest upon a change in control of EIX even if these awards would be continued or assumed. However, beginning with restricted stock units granted in 2011, the Committee has approved a change in the award terms so that restricted stock units will continue, in connection with a change in control, to vest and be paid on the original schedule unless the award is terminated in connection with the change in control in accordance with special rules under Code Section 409A, or the officer's employment is terminated involuntarily not for cause or constructively terminated within a specified period around the change in control. This changed structure likewise maintains compliance with Code Section 409A requirements while eliminating the conditionality of a change in control as to payment date.

Perquisites

The Named Officers receive certain perquisites. The perquisites provided to Named Officers for 2010 included the following:

Estate and financial planning services;

Executive preventive health benefits; and

Car allowance or car service.

The Committee believes the current perquisites are aligned with the Company's executive program objectives, and both the type and value of these perquisites are consistent with the Company's peer group. Perquisites are benchmarked at least every three years and reviewed and approved by the Committee. No tax gross-up payments are made on taxable perquisites.

The values of perquisites provided to each Named Officer in 2010 are reported in column (i) of the Summary Compensation Table below, and are further described in footnote (5) to that table.

Ownership Guidelines and Hedging Policy

To underscore the importance of linking executive and shareholder interests, the Company has adopted stock ownership guidelines that require the Named Officers to own EIX Common Stock or equivalents

in an amount ranging from two to five times their annual base salary. The stock ownership guidelines for the Named Officers currently employed by the Company are as follows:

Mr. Craver five times salary;

Messrs. Scilacci, Adler, Litzinger and Pizarro three times salary; and

Ms. Sullivan and Mr. Dietrich two times salary.

The Named Officers are expected to achieve their ownership targets within five years from the date they became subject to the guidelines. EIX Common Stock owned outright, shares held in the 401(k) Plan, and vested and unvested restricted stock units whose payout does not depend on performance measures are included in determining compliance with the guidelines.

Shares that Named Officers have the right to acquire through the exercise or payout of stock options and performance shares are not included in the calculation of stock ownership for guideline purposes until such time as the options or performance shares are actually exercised, or paid, as the case may be, and the shares are acquired.

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Under the Company's Insider Trading Policy, hedging related to Company securities, including EIX shares, is prohibited for all employees, including Named Officers. In addition, EIX executive officers may not pledge Company securities as collateral for loans.

Section 162(m) Policy

Section 162(m) generally disallows a tax deduction by public companies for compensation over \$1,000,000 paid to their chief executive officers and their other most highly compensated executive officers unless certain tests are met. While EIX's first priority is to achieve its executive compensation objectives, it will generally attempt to design and administer its executive compensation program to preserve the deductibility of compensation payments to Named Officers to the extent possible.

Under the EIX 2007 Performance Incentive Plan, non-qualified stock options, performance shares and annual incentive awards awarded to the EIX Named Officers are structured to constitute performance-based compensation within the meaning of

Table of Contents

Section 162(m). However, restricted stock units are not deductible performance-based compensation within the meaning of Section 162(m).

This is consistent with EIX's philosophy that its goal of preserving the deductibility of compensation is secondary in importance to achievement of its compensation objectives.

COMPENSATION COMMITTEE REPORT

The Committee has reviewed and discussed with management the Compensation Discussion and Analysis section of this Joint Proxy Statement. Based upon this review and the discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis section be included in the Company's 2010 Annual Report on Form 10-K and this Joint Proxy Statement.

Richard T. Schlosberg, III, Chair

Bradford M. Freeman

James M. Rosser

Thomas C. Sutton

Brett White

COMPENSATION COMMITTEE INTERLOCKS

AND INSIDER PARTICIPATION

The Committee members whose names appear on the Compensation Committee Report above were Committee members during all of 2010. Under applicable SEC rules, there were no interlocks or insider participation on the Committee.

Table of Contents**SUMMARY COMPENSATION TABLE**

The following table presents information regarding compensation of the Named Officers for service during 2010, and, where applicable because the Named Officer was also an EIX or SCE Named Officer in such years, for 2009 and 2008.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (1) (\$)	Option Awards (2) (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ⁽³⁾ (\$)	All Other Compen- sation (4)(5)(6) (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Theodore F. Craver, Jr. EIX Chairman of the Board,	2010	1,096,346		2,268,778	2,268,755	1,633,500	2,100,132	168,528	9,536,038
	2009	1,054,038		1,480,107	1,480,097	1,365,000	1,241,957	149,146	6,770,345
	2008	892,485		909,568	2,784,332	1,050,000	671,082	159,478	6,466,945
President and CEO									
Alan J. Fohrer SCE Chairman of the Board and CEO	2010	719,758		634,416	634,380	659,800	1,983,531	1,365,219	5,997,103
	2009	719,758		511,003	510,986	609,000	799,369	107,927	3,258,043
through 12/31/2010	2008	715,746		376,248	1,159,257	558,300	1,243,079	209,387	4,262,017
W. James Scilacci EIX Executive Vice President,	2010	544,231		529,414	529,377	519,800	894,459	76,455	3,093,736
	2009	493,846		352,417	352,405	455,000	445,515	70,846	2,170,029
	2008	393,504		194,940	597,744	315,000	329,617	89,670	1,920,475
CFO and Treasurer									
Linda G. Sullivan SCE Senior Vice President and CFO	2010	340,042		153,621	153,588	256,200	228,564	49,085	1,181,100
	2009	302,575		135,459	135,397	215,700	138,987	44,684	972,802
Robert L. Adler EIX Executive Vice President and	2010	548,173		481,256	481,255	571,700	203,246	73,298	2,358,927
	2009	527,019		370,051	370,026	514,500	142,804	58,871	1,983,271
General Counsel									
John R. Fielder SCE President through 12/31/2010	2010	457,754		319,214	319,205	385,300	141,265	76,612	1,699,350
	2009	457,754		281,248	281,220	385,300	48,009	73,059	1,526,590
	2008	455,768		172,604	531,663	326,100	674,531	73,997	2,234,663
Ronald L. Litzinger EMG Chairman of the Board,	2010	516,981		495,697	495,690	464,000	546,776	91,616	2,610,760
	2009	508,904		363,001	362,979	396,600	265,599	80,371	1,977,454
	2008	446,168		200,975	613,155	276,700	243,513	69,340	1,849,851
President and CEO through 12/31/2010; SCE President effective 1/1/2011									
Pedro J. Pizarro SCE Executive Vice President	2010	398,125		277,668	277,621	368,600	241,232	58,554	1,621,800
	2009	396,252		244,622	244,588	360,900	161,005	55,931	1,463,298
through 12/31/2010;									

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

EMG President effective 1/1/2011	2008	375,415	145,632	445,160	300,300	150,115	55,106	1,471,728
Peter T. Dietrich	2010	58,558	195,768	195,752	71,912	9,208	1,317,764	1,848,962
SCE Senior Vice President effective								

11/15/2010 and Chief Nuclear
Officer

effective 12/9/2010

Table of Contents

- (1) Stock awards consist of performance shares and restricted stock units granted under the 2007 Performance Incentive Plan in the year indicated. The performance share and restricted stock unit amounts shown in this Summary Compensation Table reflect the aggregate grant date fair value of these awards computed in accordance with FASB ASC Topic 718. For performance shares, the value is reported as of the grant date based on the probable outcome of performance conditions, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. For a discussion of the assumptions and methodologies used to calculate these amounts, see the discussion contained in (i) Note 8 (Compensation and Benefit Plans) to EIX's Consolidated Financial Statements, included as part of EIX's 2010 Annual Report to Shareholders and (ii) similar footnotes to EIX's Consolidated Financial Statements for prior years when the awards were granted. The table below shows the maximum value of performance share awards included in this Summary Compensation Table at the grant date assuming that the highest level of performance conditions will be achieved. None of the 2008 performance share awards, which related to the 2008-2010 performance period, were paid because the applicable performance target was not met.

Name	Maximum Performance Share Potential as of Grant Date for 2010 Awards	Maximum Performance Share Potential as of Grant Date for 2009 Awards	Maximum Performance Share Potential as of Grant Date for 2008 Awards
	(\$)	(\$)	(\$)
Theodore F. Craver, Jr.	2,268,760	1,764,186	3,041,463
Alan J. Fohrer	634,400	609,077	636,962
W. James Scilacci	529,425	420,044	630,399
Linda G. Sullivan	153,595	141,350	80,320
Robert L. Adler	481,260	441,059	1,012,582
John R. Fielder	319,215	335,241	292,208
Ronald L. Litzinger	495,690	432,663	352,018
Pedro J. Pizarro	277,680	291,572	253,347
Peter T. Dietrich	195,757		

- (2) Option awards consist of non-qualified stock options granted under the 2007 Performance Incentive Plan in the year indicated. The option amounts shown in this Summary Compensation Table reflect the aggregate grant date fair value of these awards computed in accordance with FASB ASC Topic 718. For a discussion of the assumptions and methodologies used to calculate these amounts, see the discussion of options contained in (i) Note 8 (Compensation and Benefit Plans) to EIX's Consolidated Financial Statements, included as part of EIX's 2010 Annual Report to Shareholders and (ii) similar footnotes to EIX's Consolidated Financial Statements for prior years when the awards were granted.
- (3) The reported amounts include (i) interest on deferred compensation account balances considered under SEC rules to be at above-market rates, and (ii) the aggregate change in the actuarial present value of each Named Officer's accumulated benefit under all of the Company's defined benefit and actuarial pension plans, as reflected in the following table:

Table of Contents

Name	2010 Interest Amounts (\$)	2010 Change in Actuarial Present Value (\$)
Theodore F. Craver, Jr.	217,641	1,882,491
Alan J. Fohrer	205,937	1,777,594
W. James Scilacci	59,089	835,370
Linda G. Sullivan	13,292	215,272
Robert L. Adler	2,752	200,494
John R. Fielder	73,955	67,310
Ronald L. Litzinger	19,537	527,239
Pedro J. Pizarro	40,635	200,597
Peter T. Dietrich	2,028	7,180

- (4) Amounts reported for 2010 include plan contributions (contributions to the 401(k) Plan and the Executive Deferred Compensation Plan) and accruals for post-retirement survivor benefits, as applicable, as indicated in the table below. For Mr. Dietrich, amounts reported for 2010 include a one time contribution by the Company to the Executive Deferred Compensation Plan which vests on the 5-year anniversary of his employment date. Relevant terms of this contribution, including vesting and payment provisions are discussed in the footnotes to the Non-Qualified Deferred Compensation table below. The amount reported in the Survivor Benefits column includes the cost of post-retirement survivor benefits under a survivor income plan retained by Mr. Fohrer. This plan is described under Potential Payments upon Termination or Change in Control below.

Name	Plan Contributions (\$)	Survivor Benefits (\$)
Theodore F. Craver, Jr.	106,373	
Alan J. Fohrer	62,945	31,278
W. James Scilacci	46,073	
Linda G. Sullivan	26,761	
Robert L. Adler	48,147	
John R. Fielder	39,971	
Ronald L. Litzinger	59,948	
Pedro J. Pizarro	34,623	
Peter T. Dietrich	902,987	

- (5) Amounts reported for 2010 include the following perquisites: estate and financial planning services, car allowance or, for Mr. Craver only, the use of a car service, and executive preventive health benefits. Amounts also include miscellaneous items such as spousal travel where the spouse was expected to attend a business-related function, recognition gifts, tickets to sports and entertainment events, the transfer of used computing and telecommunications equipment, and club memberships which are only provided to Named Officers where such items served a business purpose. Charitable matching gifts are also included for Messrs. Craver and Fohrer who were permitted to participate in the charitable matching gift program for Directors described in footnote (5) to the Director Compensation table below.
- (6) Amounts reported for 2010 also include a hiring award of \$400,000 for Mr. Dietrich and severance paid or accrued in 2010 for Mr. Fohrer, as described under Potential Payments Upon Termination or Change in Control below.

Table of Contents**GRANTS OF PLAN-BASED AWARDS**

The following table presents information regarding the incentive plan awards granted to the Named Officers during 2010 under the EIX 2007 Performance Incentive Plan and the potential 2010 target and maximum amount of performance-based annual incentive awards payable under the 2010 Incentive Program, the EIX Executive Incentive Compensation Plan (EICP), or the SONGS Plan.

Name	Grant Date	Date of Committee Action	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Awards (#)	Exercise or Base Price of Option (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold Number of Shares of Stock or Units (#)	Target Number of Shares of Stock or Units (#)	Maximum Number of Shares of Stock or Units (#)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
Theodore F. Craver, Jr.												
Stock Options	3/3/2010	2/24/2010										
Performance Shares	3/3/2010	2/24/2010				8,726	34,904	69,808		461,129	33.30	2,268,755
Restricted Stock Units	3/3/2010	2/24/2010							34,066			1,134,380
Annual Incentive Award			N/A	1,100,000	2,200,000							1,134,398
Alan J. Fohrer												
Stock Options	3/3/2010	2/24/2010								128,939	33.30	634,380
Performance Shares	3/3/2010	2/24/2010				2,440	9,760	19,520				317,200
Restricted Stock Units	3/3/2010	2/24/2010							9,526			317,216
Annual Incentive Award			N/A	507,500	1,015,000							
W. James Scilacci												
Stock Options	3/3/2010	2/24/2010								107,597	33.30	529,377
Performance Shares	3/3/2010	2/24/2010				2,036	8,145	16,290				264,713
Restricted Stock Units	3/3/2010	2/24/2010							7,949			264,702
Annual Incentive Award			N/A	385,000	770,000							
Linda G. Sullivan												
Stock Options	3/3/2010	2/24/2010								31,217	33.30	153,588
Performance Shares	3/3/2010	2/24/2010				591	2,363	4,726				76,798
Restricted Stock Units	3/3/2010	2/24/2010							2,307			76,823
Annual Incentive Award			N/A	187,715	375,430							
Robert L. Adler												
Stock Options	3/3/2010	2/24/2010								97,816	33.30	481,255
Performance Shares	3/3/2010	2/24/2010				1,851	7,404	14,808				240,630
Restricted Stock Units	3/3/2010	2/24/2010							7,226			240,626
Annual Incentive Award			N/A	385,000	770,000							
John R. Fielder												
Stock Options	3/3/2010	2/24/2010								64,879	33.30	319,205
Performance Shares	3/3/2010	2/24/2010				1,228	4,911	9,822				159,608
Restricted Stock Units	3/3/2010	2/24/2010							4,793			159,607
Annual Incentive Award			N/A	296,400	592,800							

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Ronald L. Litzinger										
Stock Options	3/3/2010	2/24/2010						100,750	33.30	495,690
Performance Shares	3/3/2010	2/24/2010		1,907	7,626	15,252				247,845
Restricted Stock Units	3/3/2010	2/24/2010					7,443			247,852
Annual Incentive Award			N/A	360,500	721,000					
Pedro J. Pizarro										
Stock Options	3/3/2010	2/24/2010						56,427	33.30	277,621
Performance Shares	3/3/2010	2/24/2010		1,068	4,272	8,544				138,840
Restricted Stock Units	3/3/2010	2/24/2010					4,169			138,828
Annual Incentive Award			N/A	257,790	515,580					
Peter T. Dietrich										
Stock Options	12/31/2010	9/2/2010						35,144	38.60	195,752
Performance Shares	12/31/2010	9/2/2010		515	2,058	4,116				97,878
Restricted Stock Units	12/31/2010	9/2/2010					2,536			97,890
Annual Incentive Award										
(EICP)			N/A	16,042	32,083					
(SONGS Plan)			N/A	16,042	48,125					

(1) Maximum amounts reported are lower than the maximum annual incentive award payable under the 2010 Incentive Program to participating Named Officers for purposes of Section 162(m), the details of which are discussed under Compensation Discussion and Analysis 2010 Executive Compensation Program Elements Annual Incentives above.

Table of Contents

Stock Options

Exercise Price

Each stock option granted in 2010 may be exercised to purchase one share of EIX Common Stock at an exercise price equal to the closing price of a share of EIX Common Stock on the applicable grant date.

Vesting

The 2010 stock options vest over a four-year period, subject to continued employment, with one-fourth of each award generally vesting and becoming exercisable each January 2 beginning in 2011. However, the first one-fourth of the option granted to Mr. Dietrich in December 2010 does not vest until July 1, 2011.

If a Named Officer terminates employment after attaining age 65, or age 61 with five years of service, stock options will vest and continue to become exercisable as scheduled, subject to a pro-rated reduction if the Named Officer retires within the calendar year of the grant date. If a Named Officer dies or becomes disabled while employed, his or her entire stock option award will immediately vest and become exercisable. If a Named Officer's employment is terminated involuntarily not for cause, a pro-rata portion of his or her stock option award will vest after giving effect to one additional year of vesting credit. If a Named Officer's employment terminates for any other reason, the unvested portion of his or her stock option award will immediately terminate.

Once vested, each stock option granted in 2010 will generally remain exercisable until January 2, 2020, except under certain circumstances of termination. Vested stock options will generally terminate within 180 days after the employment termination date. However, vested stock options will generally remain exercisable until the normal expiration date if the termination of employment is due to retirement, death or disability. In addition, vested options will generally remain exercisable for one year following any involuntary termination not for cause.

If there is a change in control of EIX, stock options may be subject to accelerated vesting as described under **Potential Payments Upon Termination or Change in Control** below.

Performance Shares

Form of Awards

Each performance share awarded in 2010 is a contractual right to receive one share of EIX Common Stock or its cash equivalent if performance and continued service vesting requirements are satisfied.

The performance share awards provide for reinvested dividend equivalents. For each dividend declared for which the ex-dividend date falls within the performance period, each Named Officer will be credited with an additional number of target performance shares subject to the same terms and conditions as the original performance shares.

Vesting

The 2010 performance shares vest at the end of a three-year performance period beginning on January 1, 2010 and ending on December 31, 2012, based on performance results during that period.

Performance Measure

The performance measure is based on the percentile ranking of EIX's TSR for the performance period compared to the TSR of each stock in the Company's peer group for the same period. The following chart provides the percentile ranking and corresponding payout levels:

Payout Levels	TSR Ranking	Payout
Threshold	40th Percentile	25% of Target

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

Target
Maximum

50th Percentile
³ 75th Percentile

Target
2 x Target

If EIX achieves a TSR ranking between any of the percentiles specified above, the number of shares paid will be interpolated on a straight-line basis. TSR is calculated using (i) the average closing stock price for the relevant stock for the 20-day-trading period ending with the last day on which the NYSE is open for trading preceding the first day of the performance period, and (ii) the average closing stock price for the relevant stock for the 20-day-trading period ending with the measurement date.

Table of Contents

Payment

The performance shares generally are paid half in EIX Common Stock and half in cash having a value equal to the EIX Common Stock that otherwise would have been delivered. EIX converts awards to cash to the extent necessary to satisfy minimum tax withholding or any governmental levies.

If a Named Officer's employment terminates before the end of the performance period, all of the performance shares awarded will terminate for no value, unless employment terminates for certain reasons. If a Named Officer terminates employment after attaining age 65, or age 61 with five years of service, his or her performance shares will be retained, subject to a pro-rated reduction for such retirements occurring within the calendar year of the grant date. If a Named Officer dies or becomes disabled while employed, his or her performance shares will be retained. If a Named Officer's employment is terminated involuntarily not for cause, a pro-rata portion of his or her performance shares will be retained after giving effect to one additional year of service credit. Any performance shares retained following termination will become payable based on EIX's achievement of the TSR rankings at the end of the performance period.

If there is a change in control of EIX, performance shares may be subject to accelerated vesting or payment as described under "Potential Payments Upon Termination or Change in Control" below.

Named Officers may elect to defer payment of the portion of performance shares payable in cash under the Executive Deferred Compensation Plan.

Restricted Stock Units

Form of Awards

Each restricted stock unit awarded in 2010 is a contractual right to receive one share of EIX Common Stock if continued service vesting requirements are satisfied.

The restricted stock units for Named Officers provide for reinvested dividend equivalents. For each dividend declared for which the ex-dividend date falls within the vesting period, the Named Officer will be credited with an additional number of restricted stock units subject to the same terms and conditions as the original restricted stock units.

Vesting

The 2010 restricted stock units vest and become payable at the end of a three-year vesting period on January 2, 2013.

Payment

The restricted stock units are paid in EIX Common Stock, except EIX converts awards to cash having a value equal to the stock that otherwise would have been delivered to satisfy minimum tax withholding and governmental levies. The Committee may elect to pay any restricted stock units in cash rather than shares of EIX Common Stock if and to the extent that payment in shares would exceed the applicable share limits of the EIX 2007 Performance Incentive Plan.

If a Named Officer's employment terminates before the end of the vesting period, all of the restricted stock units awarded generally will terminate for no value, unless employment terminates for certain reasons. If a Named Officer terminates employment after attaining age 65, or age 61 with five years of service, his or her restricted stock units will vest and be payable as scheduled, subject to a pro-rated reduction for retirement occurring within one year after the grant date. If a Named Officer dies or becomes disabled while employed, his or her restricted stock units will immediately vest and become payable. If a Named Officer's employment is terminated involuntarily not for cause, a pro-rata portion of his or her restricted stock units will vest after giving effect to one additional year of service credit.

If there is a change in control of EIX, certain grants of restricted stock units may be subject to accelerated vesting or payment as described under "Potential Payments Upon Termination or Change in Control" below.

Annual Incentive Awards

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

The amount of each Named Officer's annual incentive award for 2010 was determined by the Committee in February 2011 in accordance with the EIX Executive Incentive Compensation Plan and 2010 Incentive Program, and for Mr. Dietrich, the SONGS Plan, as discussed under Compensation Discussion and Analysis - 2010 Executive Compensation Program Elements - Annual Incentives - above.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table presents information regarding the outstanding equity awards held by each Named Officer at the end of 2010. Outstanding equity awards consist of non-qualified stock options, performance shares, and restricted stock units. Column (d) Equity Incentive Plan Awards has been omitted in accordance with SEC rules because no such awards were outstanding at the end of 2010.

Name	Grant Date	Option Awards			Option Expiration Date ⁽¹⁾	Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options Unexercisable ⁽¹⁾	Option Exercise Price (\$)		Number of Shares or Units of Stock That Have Not Vested ⁽²⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽²⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽³⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽³⁾ (\$)
(a)		(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)
Theodore F. Craver, Jr.	1/2/2004	116,165		21.8750	1/2/2014				
	1/3/2005	100,644		31.9350	1/2/2015				
	2/16/2005	72,000		32.7100	1/2/2015				
	3/1/2006	60,020		44.2950	1/4/2016				
	3/5/2007	63,525	21,174	47.4100	1/3/2017				
	3/3/2008	43,897	43,896	49.9500	1/2/2018				
	6/30/2008	11,575	11,574	51.3800	1/2/2018				
	9/30/2008	120,193	120,192	39.9000	1/2/2018				
	3/3/2009	124,588	373,761	24.8400	1/2/2019	32,095	1,238,857	8,878	342,681
	3/3/2010		461,129	33.3000	1/2/2020	35,315	1,363,153	8,726	336,824
Alan J. Fohrer	3/1/2006	64,673		44.2950	1/4/2016				
	3/5/2007	66,945	22,315	47.4100	1/3/2017				
	3/3/2008	56,494	56,494	49.9500	1/2/2018				
	3/3/2009		129,036	24.8400	1/2/2019	11,081	427,714	3,065	118,309
	3/3/2010		128,939	33.3000	1/2/2020	9,875	381,183	2,440	94,184
W. James Scilacci	5/30/2002	6,842		18.7250	5/30/2012				
	1/2/2003	30,331		12.2900	1/2/2013				
	1/2/2004	36,988		21.8750	1/2/2014				
	1/3/2005	24,783		31.9350	1/2/2015				
	3/1/2006	15,926		44.2950	1/4/2016				
	3/5/2007	14,927	4,975	47.4100	1/3/2017				
	3/3/2008	12,894	12,894	49.9500	1/2/2018				
	9/30/2008	24,177	24,177	39.9000	1/2/2018				
	3/3/2009	29,664	88,991	24.8400	1/2/2019	7,642	294,984	2,114	81,591
	3/3/2010		107,597	33.3000	1/2/2020	8,240	318,080	2,036	78,599
Linda G. Sullivan	1/2/2003	1,625		12.2900	1/2/2013				
	1/2/2004	4,006		21.8750	1/2/2014				
	1/3/2005	4,509		31.9350	1/2/2015				
	4/4/2005	224		35.4200	1/2/2015				
	6/1/2005	4,087		37.1450	1/2/2015				
	3/1/2006	8,688		44.2950	1/4/2016				
	3/5/2007	6,026	2,008	47.4100	1/3/2017				
	3/3/2008	4,749	4,748	49.9500	1/2/2018	1,054	40,698		
	3/3/2009	6,768	20,304	24.8400	1/2/2019	1,744	67,321	483	18,625
	9/30/2009	2,680	8,040	33.5800	1/2/2019	857	33,063	169	6,533

Edgar Filing: EDISON INTERNATIONAL - Form DEF 14A

	3/3/2010		31,217	33.3000	1/2/2020	2,392	92,315	591	22,803
Robert L. Adler	9/30/2008	50,481	50,481	39.9000	1/2/2018				
	3/3/2009	31,147	93,441	24.8400	1/2/2019	8,024	309,745	2,220	85,673
	3/3/2010		97,816	33.3000	1/2/2020	7,491	289,149	1,851	71,449
John R. Fielder	1/2/2003	18,255		12.2900	1/2/2013				
	1/2/2004	39,959		21.8750	1/2/2014				
	1/3/2005	26,640		31.9350	1/2/2015				
	3/1/2006	31,506		44.2950	1/4/2016				
	3/5/2007	33,732	11,243	47.4100	1/3/2017				
	3/3/2008	25,910	25,909	49.9500	1/2/2018				
	3/3/2009	23,672	71,015	24.8400	1/2/2019	6,098	235,396	1,687	65,118
	3/3/2010		64,879	33.3000	1/2/2020	4,969	191,792	1,228	47,391

Table of Contents

Name	Grant Date	Option Awards			Option Expiration Date ⁽¹⁾	Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options Unexercisable ⁽¹⁾	Option Exercise Price (\$)		Number of Shares or Units of Stock That Have Not Vested ⁽²⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽²⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽³⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽³⁾ (\$)
(a)		(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)
Ronald L. Litzinger	1/2/2004	19,371		21.8750	1/2/2014				
	1/3/2005	21,706		31.9350	1/2/2015				
	3/1/2006	18,777		44.2950	1/4/2016				
	3/5/2007	18,081	6,026	47.4100	1/3/2017				
	3/3/2008	14,121	14,121	49.9500	1/2/2018				
	6/30/2008	16,466	16,466	51.3800	1/2/2018				
	3/3/2009	30,554	91,661	24.8400	1/2/2019	7,872	303,841	2,177	84,042
	3/3/2010		100,750	33.3000	1/2/2020	7,716	297,832	1,907	73,591
Pedro J. Pizarro	1/2/2004	14,882		21.8750	1/2/2014				
	1/3/2005	17,056		31.9350	1/2/2015				
	5/2/2005	6,100		36.6200	1/2/2015				
	3/1/2006	17,461		44.2950	1/4/2016				
	3/5/2007	16,126	5,375	47.4100	1/3/2017				
	3/3/2008	12,598	12,598	49.9500	1/2/2018				
	6/30/2008	9,504	9,503	51.3800	1/2/2018				
	3/3/2009	20,589	61,764	24.8400	1/2/2019	5,304	204,750	1,467	56,636
	3/3/2010		56,427	33.3000	1/2/2020	4,322	166,823	1,068	41,225
Peter T. Dietrich	12/31/2010		35,144	38.6000	1/2/2020	2,536	97,890	515	19,860

(1) Subject to each Named Officer's continued employment, each unvested stock option grant generally becomes vested in equal annual installments over a four-year vesting period beginning with the year in which the grant occurs.

(2) Subject to each Named Officer's continued employment, restricted stock units generally become vested and payable at the end of a three-year vesting period beginning with the year in which the grant occurs.

(3) Subject to each Named Officer's continued employment, performance shares generally become earned and vested based on EIX's comparative TSR over a three-year performance period beginning with the year in which the grant occurs. The number of performance shares included for each Named Officer in column (i) of the table above is, for the 2009 and 2010 performance share grants, the number of shares that may become earned if EIX's TSR is at the 40th percentile of the comparison group of companies. These are the threshold numbers of shares that may become payable (not including shares added by reinvestment of dividend equivalents) for the 2009 and 2010 grants, and equal 25% of the target number of shares originally awarded to each Named Officer. The value shown in column (j) of the table is based on the closing price of EIX Common Stock on December 31, 2010.

Table of Contents**OPTION EXERCISES AND STOCK VESTED**

The following table presents information regarding the exercise of stock options by Named Officers and vesting of stock awards during 2010. As reflected in the table under Stock Awards, none of the 2008 performance share awards that would have been payable for the 2008-2010 performance period were earned because EIX's TSR was below the 40th percentile of its peer group for the performance period.

Name	Option Awards		Stock Awards	
	Number of	Value Realized	Number of	Value Realized
	Shares Acquired	on Exercise ⁽¹⁾	Shares Acquired	on Vesting
	on Exercise	(\$)	on Vesting ⁽²⁾	(\$)
	(#)		(#)	
(a)	(b)	(c)	(d)	(e)
Theodore F. Craver, Jr.				
Alan J. Fohrer	175,815	1,334,173		
W. James Scilacci				
Linda G. Sullivan			1,015	35,305
Robert L. Adler				
John R. Fielder				
Ronald L. Litzinger				
Pedro J. Pizarro	10,225	170,424		
Peter T. Dietrich				

(1) The value realized on exercise of stock options equals the difference between (i) the market price of EIX Common Stock on the exercise date and (ii) the exercise price of those options.

(2) The number of shares acquired and value realized on the vesting of stock awards relates to restricted stock units paid to Ms. Sullivan for awards made in 2007 prior to her promotion to her current position. Prior to 2009, restricted stock units were not made to officers assigned to executive compensation bands above a certain level. None of the other Named Officers received such awards in 2007.

Table of Contents**PENSION BENEFITS**

The following table presents information regarding the present value of accumulated benefits that may become payable to the Named Officers under the Company's qualified and non-qualified defined-benefit pension plans.

Name	Plan Name	Number of Years Credited Service ⁽¹⁾ (#)	Present Value of Accumulated Benefit ⁽¹⁾⁽²⁾ (\$)	Payments During Last Fiscal Year (\$)
(a)	(b)	(c)	(d)	(e)
Theodore F. Craver, Jr.	SCE Retirement Plan	14	301,979	
	Executive Retirement Plan	14	6,852,459	
Alan J. Fohrer	SCE Retirement Plan	38	1,718,081	
	Executive Retirement Plan	38	9,693,423	
	Supplemental Retirement Income	N/A	1,241,720	
W. James Scilacci	SCE Retirement Plan	27	685,077	
	Executive Retirement Plan	27	3,231,917	
Linda G. Sullivan	SCE Retirement Plan	20	321,431	
	Executive Retirement Plan	20	947,763	
Robert L. Adler	SCE Retirement Plan	3	50,443	
	Executive Retirement Plan	3	345,576	
John R. Fielder	SCE Retirement Plan	41	1,642,595	
	Executive Retirement Plan	41	5,358,554	
Ronald L. Litzinger	SCE Retirement Plan	25	538,720	
	Executive Retirement Plan	25	2,512,253	
Pedro J. Pizarro	SCE Retirement Plan	12	138,879	
	Executive Retirement Plan	12	935,369	
Peter T. Dietrich	SCE Retirement Plan	0	3,128	
	Executive Retirement Plan	0	4,052	

(1) The years of credited services and present value of accumulated benefits are presented as of December 31, 2010. The present value of accumulated benefits assumes that each Named Officer retires at the later of December 31, 2010 or age 61, the youngest age at which an unreduced retirement benefit is available from the SCE Retirement Plan and the Executive Retirement Plan and that benefits are paid in accordance with the terms of each plan described below. For a description of the material assumptions used to calculate the present value of accumulated benefits shown above, please see Management's Discussion and Analysis of Financial Condition and Results of Operations - Pensions and Postretirement Benefits Other than Pensions and Note 8 (Compensation and Benefit Plans) to EIX's Consolidated Financial Statements, each included as part of EIX's 2010 Annual Report to Shareholders.

(2) In connection with his retirement, Mr. Fohrer became entitled to additional years of age and service credits under the Executive Retirement Plan with the estimated value reported below under Potential Payments Upon Termination or Change in Control.

Table of Contents

SCE Retirement Plan

The SCE Retirement Plan is a non-contributory defined-benefit pension plan subject to the provisions of ERISA. The Retirement Plan was a traditional final average pay plan with a Social Security offset until April 1, 1999, when for most participants a transition to cash balance features was adopted.

Form of Payment

Eligible participants may elect a full lump sum distribution of their retirement benefit. Alternatively, participants may elect to receive benefits in the form of a life annuity, a joint and survivor annuity (if married), or a contingent annuity. Participants also may choose to defer benefit payments until age 70-1/2. For married participants, payment in the form of a joint and 50% survivor annuity is the automatic form of benefit, absent an alternative election. The Company pays the full cost of the spousal survivor annuity benefit. For single participants, the single life annuity option is the automatic payment method.

Benefits

Eligible employees have cash balance accounts that earn interest monthly based on the third segment rate of a corporate bond yield curve specified by the Internal Revenue Service for the month of August preceding the plan year.

Eligible employees of participating companies also earn a monthly pay credit ranging from 3% to 9% of base pay, depending on the number of age plus service points the participant has earned. The pay credits are received for each month the participant has an hour of service with the participating company. An additional credit of \$150 per month is applied each month to the cash balance account of each participant who is eligible to receive a pay credit for that month.

If the eligible participant is grandfathered (at least age 50 or with 60 points as of the date the individual's cash balance account was established), the employee also accrues benefits under prior plan formulas. Upon separation, the grandfathered participant will be eligible to receive the greater of the benefit calculated under the prior plan formulas (offset by any profit sharing account balance in the 401(k) Plan) or the value of the new cash balance account.

The plan formula for grandfathered employees includes benefit reductions for termination prior to age 55 with benefit commencement prior to age 65 or early retirement at age 55 or later with benefit commencement prior to age 61. Under the grandfathered formula, the pension benefit commencing at age 55 for an employee terminating prior to age 55 with at least five years of service is 53.6% of the normal age 65 benefit, while the pension benefit commencing at age 55 for an employee retiring at age 55 with at least five years of service is 77% of the normal age 65 benefit, an early retirement reduction of 23%. Lesser early retirement reductions are applied for benefit commencement after age 55 but prior to age 61. An unreduced early retirement benefit is available at age 61 and above. As of the end of 2010, Messrs. Craver, Fohrer and Fielder were eligible for early retirement benefits, but only Mr. Fielder was eligible for an unreduced benefit.

Vesting

Full vesting occurs after three years of service. Benefits also vest immediately upon attainment of age 65 or upon death while employed.

Executive Retirement Plan

The Executive Retirement Plan is an unfunded benefit equalization plan permitted by ERISA designed to allow Named Officers and other employees to receive the full amount of benefits that would be paid under the SCE Retirement Plan but for limitations under ERISA and the Internal Revenue Code, and certain additional benefits. As part of the 2008 Internal Revenue Code Section 409A amendments, the Executive Retirement Plan was separated into two different plan documents. The grandfathered plan document applies to benefits that were accrued, determined and vested prior to January 1, 2005, while the 2008 plan document applies to benefits that were accrued, determined or vested on or after January 1, 2005.

Eligibility and Benefit Formula

Company executives, including the Named Officers, are eligible to participate in the Executive Retirement Plan. Annual benefits are equal to a percentage of each Named Officer's base salary and annual incentive award earned in the 36 consecutive months when the total of these payments was the highest (the

Table of Contents

36 months need not be consecutive for those grandfathered in the provisions effective prior to 2008). The benefit percentage applied to the average base salary and annual incentive award amount described above is equal to 1 3/4% per year for the first 30 years of service, a total of 52 1/2% upon completion of 30 years of service, and 1% for each year in excess of 30.

Because they were senior executives prior to January 1, 2006, Messrs. Craver, Scilacci, Fielder, Litzinger and Pizarro, and Ms. Sullivan, receive an additional service percentage of 3/4% per year for the first ten years of service, which results in an additional 7 1/2% upon completion of ten years of service. Mr. Fohrer agreed to forego this enhancement when he elected to retain supplemental benefits under prior plans.

The actual benefit payable is reduced and offset by (i) all amounts payable under the SCE Retirement Plan described above, (ii) up to 40% of the executive's primary Social Security benefits and (iii) the value of 401(k) Plan accounts derived from the Company's profit sharing contributions, if any.

If a Named Officer becomes entitled to severance benefits under the EIX 2008 Executive Severance Plan (the Severance Plan), or any successor plan, the Named Officer will receive additional service and age credits for purposes of calculating the Named Officer's benefit under the Executive Retirement Plan as described under Potential Payments Upon Termination or Change in Control below. The Company makes these additional years of service and age credits available in order to attract and retain qualified executives.

Vesting

Participants become vested in their benefits payable under the Executive Retirement Plan after completing five years of service, or upon their earlier death or disability, or upon becoming eligible for severance benefits under the Severance Plan.

Payment

Benefits that become payable under the grandfathered plan document are generally payable as follows. Upon a vested participant's retirement at or after age 55 or death, the normal form of benefit is

a life annuity with a 50% spousal survivor benefit following the death of the participant that is paid monthly (if the surviving spouse is more than five years younger than the participant, the spousal benefit will be reduced to an amount less than 50% of the pre-death benefit to account for the longer projected payout period). The Company pays the full cost of this spousal survivor benefit. A contingent annuity benefit for a survivor other than a spouse is also available, but without company subsidy.

Participants may elect to receive an alternative form of benefit, such as a lump-sum payment or monthly payments over 60 or 120 months. During the 60-month or 120-month payout period, the balance in the account earns interest at a rate equal to that credited to cash balance accounts in the SCE Retirement Plan described above. If the participant's employment terminates for any reason other than death, retirement, permanent and total disability, or involuntary termination not for cause, vested benefits will be paid after the participant attains age 55 in an annuity only. If a participant's employment is terminated for cause, all benefits will be forfeited.

Benefits that become payable under the 2008 plan document are generally payable as follows. Participants have sub-accounts for each annual accrual for which the following forms of payment may be elected: single lump-sum; two to fifteen annual installments; monthly installments for 60 to 180 months; any combination of the above; a life annuity with a 50% spousal survivor benefit following the participant's death; or a contingent annuity. Participants may elect to have their designated form of payment triggered by their retirement, death, disability or other separation from service; however, payment will not occur before a participant reaches age 55 other than in the case of death or disability.

Payments triggered by retirement, death, disability or other separation from service may begin upon the applicable triggering event, the later of the applicable triggering event and a specific month and year, or a specified number of months and/or years following the applicable triggering event; however, payments generally may not begin later than the participant's 75th birthday unless the participant is still employed. Payments may be delayed or accelerated in accordance with the 2008 plan document if permitted or required under Section 409A of the Internal Revenue Code.

Table of Contents

The annuity options available under the 2008 plan document have the same features as the annuity options available under the grandfathered plan document. Account balances payable in installments under the 2008 plan document earn interest at a rate equal to that credited to cash balance accounts under the SCE Retirement Plan described above.

The benefit formula includes benefit reductions for termination prior to age 55 with benefit commencement prior to age 65 or early retirement at age 55 or later with benefit commencement prior to age 61, similar to the formula for the SCE Retirement Plan described above. As of December 31, 2010,

Messrs. Craver, Fohrer, Fielder and Scilacci were eligible for early retirement benefits, but only Mr. Fielder was eligible for an unreduced benefit.

Supplemental Retirement Income

Mr. Fohrer elected to retain benefits under a prior supplemental benefit program described in Potential Payments Upon Termination or Change in Control below. Under that program, Mr. Fohrer elected to receive a supplemental retirement income benefit upon retirement in the annual amount of 10% of his base salary plus average annual incentive award, reduced by a prescribed amount because he retired before age 61.

Table of Contents**NON-QUALIFIED DEFERRED COMPENSATION**

The following table presents information regarding the contributions to and earnings on the Named Officers' deferred compensation balances during 2010, and also shows the total deferred amounts for the Named Officers at the end of 2010. All deferrals are under the Executive Deferred Compensation Plan (EDCP), except for deferrals by Mr. Litzinger under the Affiliate Option Deferred Compensation Plan (AODCP).

Name ⁽¹⁾	Executive Contributions in Last FY ⁽²⁾	Registrant Contributions in Last FY ⁽²⁾	Aggregate Earnings in Last FY ⁽³⁾	Aggregate Withdrawals/Distributions	Aggregate Balance at Last FYE
	(\$)	(\$)	(\$)	(\$)	(\$)
(a)	(b)	(c)	(d)	(e)	(f)
Theodore F. Craver, Jr.	212,344	91,673	817,085		13,320,639
Alan J. Fohrer	155,580	48,245	773,146		12,613,747
W. James Scilacci	79,869	31,373	221,837	23,595	3,576,661
Linda G. Sullivan	30,583	12,061	49,903		826,853
Robert L. Adler	53,041	33,447	10,331		198,293
John R. Fielder	154,798	25,271	277,647		4,545,833
Ronald L. Litzinger ⁽⁴⁾	69,219	28,098	65,346		1,069,947
			24,024		468,086
Pedro J. Pizarro	136,109	19,923	152,556		2,514,081
Peter T. Dietrich	803	900,048	7,615		908,466

(1) The balances shown represent compensation already reportable in the Summary Compensation Table in this and prior Joint Proxy Statements, except for the portion of interest not considered above-market under SEC rules. Although the compensation was earned, the officers chose not to have the compensation paid, but instead deferred it, essentially lending to the Company as unsecured general creditors, in return for interest paid at a rate commensurate with or less than EIX's cost of capital.

(2) The amounts reported as executive and registrant contributions in 2010 also are included as compensation in the appropriate columns of the Summary Compensation Table above, or represent deferrals of dividend equivalents whose value was reportable as part of the grant date fair value of the options with which they are associated. The amount reflected for Mr. Dietrich includes a one-time contribution of \$900,000 to the EDCP made upon his employment commencement date with the Company. The initial deposit and any earnings related to it will not vest until the fifth anniversary of his employment with the Company, and at that time shall be payable in accordance with applicable EDCP provisions. However, if Mr. Dietrich is terminated without cause, dies or becomes disabled before his fifth employment anniversary, the deposit and earnings will immediately vest and become payable in accordance with applicable EDCP provisions, and in the case of termination without cause only upon satisfaction of applicable conditions of any applicable severance plan.

(3) Only the portion of earnings on deferred compensation that is considered to be at above-market rates under SEC rules is included as compensation in column (h) of the Summary Compensation Table above.

(4) Mr. Litzinger is a participant in both the EDCP and the AODCP, which is a predecessor plan under which the proceeds from the exchange of EME options for cash awards in 2000 could be deferred. Accounts under this plan are credited with interest at a rate based on 120% of the 120-month average of the 10-year Treasury Note yield as of October 15 of the prior year. Payment terms are substantially the same as those under the EDCP grandfathered plan document described below.

Table of Contents

Executive Deferred Compensation Plan

As part of the 2008 Internal Revenue Code Section 409A amendments, the Executive Deferred Compensation Plan was separated into two different plan documents. The grandfathered plan document applies to deferrals that were earned, determined and vested prior to January 1, 2005, while the 2008 plan document applies to deferrals that were earned, determined or vested on or after January 1, 2005.

Contributions

Each Named Officer may elect to defer up to 75% of base salary and up to 100% of any annual incentive award earned. Named Officers may also elect to defer up to 100% of any special retention, recognition, or other special cash award. Dividend equivalents associated with stock options granted prior to 2007, the cash portion of performance share payouts and certain other qualifying equity awards (other than stock options) also are subject to up to 100% deferral at the election of the Named Officers.

The Company makes a matching contribution of up to 3% of each Named Officer's annual incentive award, 6% of the portion of each Named Officer's base salary that is deferred and up to 6% of the portion, if any, of non-deferred salary that exceeds 401(k) Plan Internal Revenue Code limits. Named Officers vest in their matching contributions and earnings thereon after completing five years of service, or upon death, disability or a separation from service where the Named Officer becomes entitled to severance benefits under the Severance Plan.

Interest

Amounts deferred (including earnings and matching contributions) accrue interest until paid. The interest crediting rate on each Named Officer's account balance is the average monthly Moody's Corporate Bond Yield for Baa Public Utility Bonds over a sixty-month period ending November 1 of the prior year. EIX established this interest rate for all plan participants, and has discretion to change the applicable interest rate on a prospective basis.

Payment

Benefits under the grandfathered plan document may be deferred until a specified date, retirement, death or termination of employment. At the participant's

election, compensation deferred until retirement or death may be paid as a lump sum, in monthly installments over 60, 120, or 180 months, or in a combination of a partial lump sum and installments. Deferred compensation is paid as a single lump sum or in three annual installments upon any other termination of employment. However, if a participant's employment is terminated without cause, the participant may elect to receive payment at such time or a later date when the participant turns age 55, and the same payment options available for retirement will generally be applicable.

Each Named Officer was permitted to elect at the time of deferral to receive payment of such deferral on a fixed date in accordance with procedures established under the grandfathered plan document, and deferred amounts may also be paid in connection with a change in control of EIX or SCE in certain circumstances.

Certain amounts deferred under the grandfathered plan document may be withdrawn at any time upon the election of a Named Officer; however, any amounts withdrawn are subject to a 10% early withdrawal penalty. Emergency hardship withdrawals without penalty also may be permitted at EIX's discretion.

Benefits under the 2008 plan document may be deferred until a specified date no later than the date the participant turns age 75, retirement, death, disability or other separation from service. Participants have sub-accounts for each annual deferral for which the following forms of payment may be elected: single lump-sum; two to fifteen annual installments; monthly installments for 60 to 180 months; or any combination of the above.

Payments triggered by retirement, death, disability or other separation from service may begin upon the applicable triggering event or a specified number of months and/or years following the applicable triggering event; however, payments generally may not begin later than the participant's 75th birthday unless the participant is still employed. Payments are subject to certain administrative earliest payment date rules, and may be delayed or accelerated in accordance with the 2008 plan document if permitted or required under Section 409A of the Internal Revenue Code.

All amounts payable under this plan are treated as obligations of the EIX affiliate that employs the particular Named Officer.

Table of Contents

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following plans provide benefits that may become payable to certain Named Officers, depending on the circumstances surrounding their termination of employment with the Company. When listing the potential payments to the Named Officers currently employed by the Company under the plans described below, it is assumed that the applicable triggering event (retirement or other termination of employment) occurs on December 31, 2010 and that the price per share of EIX Common Stock is equal to the closing price as of that date.

2008 Executive Severance Plan

EIX provides severance benefits and change-in-control benefits to certain key employees under the Severance Plan, including all of the Named Officers currently employed by the Company. In addition, certain severance benefits are provided through other plans or agreements included in the following description of severance benefits. Mr. Fohrer became entitled to severance benefits in connection with his retirement, while Mr. Fielder did not.

To receive any severance benefits, each Named Officer generally must agree to release EIX and its affiliates from all claims arising out of the officer's employment relationship and agree to certain confidentiality and non-solicitation restrictions in favor of the Company.

Severance Benefits No Change in Control

Under the Severance Plan, an eligible executive is generally entitled to severance benefits if his or her employment is involuntarily terminated by his or her employer without cause and other than due to the executive's disability.

Severance Plan benefits payable upon an involuntary termination without cause generally include:

Cash severance benefits paid in a lump sum by the EIX entity employing the eligible executive equal to a year's base salary at the highest rate in effect during the preceding 24 months, an amount equal to the product of the eligible executive's base salary at the highest rate in effect during the preceding 24 months and the eligible executive's highest target annual incentive percentage in effect during the preceding 24 months, and an amount equal to a pro-rata portion, based on the portion of the calendar year employed prior to severance, of the product of the eligible executive's base salary at the highest rate in effect during the preceding 24 months and the eligible executive's highest target annual incentive percentage in effect during the preceding 24 months (or such lesser pro-rata annual incentive amount payable under the terms of the 2010 Incentive Program);

An additional 12 to 18 months of health benefits (unless eligible for retiree health care under the terms applicable to non-executive employees);

Continued participation for one year in the EIX Estate and Financial Planning Program (five years like other retirees if the eligible executive is retirement eligible or becomes so with the additional year of service and age credits);

Continued participation for one year in the EIX 2008 Executive Survivor Benefit Plan, if applicable;

Reimbursement of up to \$20,000 for outplacement costs incurred within two years following separation from service;

Reimbursement for educational costs up to the amount allowed under any applicable non-executive severance plan; and

An additional year of eligibility for the executive physical.

In addition to Severance Plan benefits, other benefits payable to an eligible executive upon an involuntary termination without cause generally include:

Vesting in a pro-rata portion of outstanding stock options and restricted stock units with one additional year of vesting credit applied;

Vesting in a pro-rata portion of outstanding performance shares that become earned based on performance with one additional year of vesting credit applied;

Table of Contents

A period of up to one year to exercise any vested stock options;

Full vesting and an additional year of service and age credits for purposes of calculating the eligible executive's benefit under the Executive Retirement Plan;

Vesting in any unvested amounts under the Executive Deferred Compensation Plan; and

Continued participation for one year in the SCE Executive Supplemental Benefit Program if applicable (including an additional year of age credit for the year of continued participation).

For Named Officers currently employed by the Company, the following table lists the estimated amounts that might have become payable upon their involuntary termination without cause, calculated for a hypothetical severance date of December 31, 2010.

Name	Estimated Total Value of Cash Payments (\$)	Estimated Total Value of Health Coverage Continuation⁽¹⁾ (\$)	Actuarial Present Value of Additional Age and Service Pension Credits (\$)	Estimated Total Value of Equity Acceleration (\$)	Maximum Value of Reimbursable Expenses⁽²⁾ (\$)
Theodore F. Craver, Jr.	3,300,000		390,470	623,844	31,500
W. James Scilacci	1,320,000		124,846	156,042	31,500
Linda G. Sullivan	716,730	13,789	66,583	45,620	48,500