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EDISON INTERNATIONAL
Form DEFA14A
May 05, 2003

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT No. ____)

Filed by the Registrant X

Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Additional Materials
- Soliciting Material Pursuant to sec. 240.14a-11(c) or sec.240.14a-12

Edison International

(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)(1) 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(a)(2) and for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, the form or schedule and the date of its filing.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11(a)(2) and state how it was determined)

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount previously paid:

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(3) Filing Party:

(4) Date Filed:

The following letter was mailed today to employees who hold shares through the Stock Savings Plus (the Edison 401(k) Savings Plan) who do not have company-assigned email addresses:"

[EDISON INTERNATIONAL LOGO]

John E. Bryson
Chairman, President
Chief Executive Officer

May 5, 2003

To: Edison International Stock Fund Investors in the SSPP [aka Edison 401(k) Savings Plan]

As you may recall, I mailed you a letter in April regarding Edison International's upcoming annual meeting. Since that time, many of you have responded by voting your proxies as outlined below, and I extend my sincere appreciation to all of you.

If you have not yet had an opportunity to vote, I want to remind you that your support is extremely important. I strongly recommend that you take an active role in voting.

Vote "FOR" the election of directors; and

Vote "AGAINST" the shareholder proposal to redeem the Company's share repurchase program.

Our shareholder rights plan is designed not only to prevent hostile, unsolicited takeover attempts but also to preserve some shareholders of the ability to obtain a full and fair price for their shares but also to prevent abusive takeover practices at the expense of fairness to the Company.

Rights plans like ours are common among S&P 500 companies. I urge you to follow the Board's recommendation and vote your proxy.

You should have received a proxy card in the mail to vote the shares represented by your interest in the Edison International Stock Fund. Alternatively, you may vote your shares by telephone or the Internet by dialing the control number from the proxy card and following the instructions on the proxy card. If you have not received a proxy card, you may contact Joyce Miranda at EquiServe at (201) 222-4685 to obtain your control number. Your vote must be received by 2 p.m. (Pacific Time) on May 12, 2003.

If you also hold shares in a brokerage account and/or in your own name, you should have received a proxy card(s) to vote those shares. Please be sure to vote these shares in addition to your employee proxy card. Be sure to follow the voting instructions on each card. If you have any questions, please call Jo Ann at (626) 302-2515 or Heidi Townshend at (626) 302-1453.

Thank you for your continued support and for taking an active role in voting your proxy.

Sincerely,

/S/ JOHN E. BRYSON

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SSPP plan transactions, including your investment in the Edison International Stock Fund, are accessible only to plan administrators who have coordinated distribution of this note to facilitate communication with all shareholders.

This communication is being sent to you on behalf of your Board of Directors. For more information on the Board of Directors and their interests in the above matters, and for other important information, we strongly encourage you to read the Edison International and Southern California Edison Company Joint Proxy Statement filed with the Securities and Exchange Commission on April 7, 2003. Copies of the Proxy Statement were sent to Edison International and Southern California Edison Company shareholders beginning on April 7, 2003. Our Proxy Statement is available on the S.E.C. website, www.sec.gov. Our Proxy Statement and 2002 Annual Report are available free of charge on our website, www.edisoninvestor.com.