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EDISON INTERNATIONAL  
 Form S-8  
 May 24, 2004

As filed with the Securities and Exchange Commission on May 24, 2004

FILE NO.

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

FORM S-8

REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

EDISON INTERNATIONAL  
 (Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA  
 (State or Other Jurisdiction of Incorporation or Organization)

95-4137452  
 (I.R.S. Employer Identification No.)

2244 Walnut Grove Avenue (P.O. Box 999)  
 Rosemead, California  
 (Address of Principal Executive Offices)

91770  
 (Zip Code)

EDISON INTERNATIONAL EQUITY COMPENSATION PLAN  
 (Full Title of the Plan)

Kenneth S. Stewart, Assistant General Counsel  
 2244 Walnut Grove Avenue (P.O. Box 800)  
 Rosemead, California 91770  
 (Name and Address of Agent for Service)

(626) 302-6601  
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered(1)	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)
Common Stock, no par value	5,000,000 shares	\$22.7711	\$113,855,500

Rights to Purchase Series A Junior  
 Participating Cumulative Preferred Stock,  
 without par value, of Edison International(3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers additional securities to be offered or issued in connection with the Edison International Equity Compensation Plan (the "Plan") providing for proportionate adjustment of the amount of securities being offered or issued in the event of stock splits or other changes in the number of shares of common stock outstanding as specified in the Plan.
- (2) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for purposes of this registration statement.

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calculating the registration fee, on the basis of the average of the high and low International Common Stock reported in the consolidated reporting system as of May 19, 2004

- (3) The Rights are initially carried and traded with the Common Stock. The value attributable if any, is reflected in the value of the Common Stock.

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