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EDISON INTERNATIONAL

Form S-8

May 17, 2002

As filed with the Securities and Exchange Commission on May 17, 2002 Registration No.

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. Employee
Identification Number)

2244 Walnut Grove Avenue
Rosemead, California 91770
626-302-2222
(Address and telephone number of principal executive offices)

EDISON INTERNATIONAL
2000 EQUITY PLAN
(Full Title of the Plan)

Kenneth S. Stewart, Assistant General Counsel
2244 Walnut Grove Avenue (P.O. Box 800)
Rosemead, California 91770
626-302-6601
(Name, address, and telephone number,
including area code, of agent for service)

Approximate date of proposed commencement of sales:
As soon as practicable after the effective date of this registration statement.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)
Common Stock, No Par Value Rights to Purchase A Junior Participating Cumulative Preferred Stock, without par value, of Edison International	10,000,000 shares	\$19.50	\$195,000,000

- (1) Calculated pursuant to Rules 457(c) and 457(h), solely for the purpose of computing the registration fee on the basis of the average of the high and low prices of Edison International Common Stock reported in the consolidated reporting system as of May 14, 2002.

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- (2) The Rights are initially carried and traded with the common stock. The value attributable to any, is reflected in the value of the common stock.