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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 No)

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.