

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Estimated average burden

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Marcolini John F.</u> (Last) (First) (Middle) <u>92 S. ROCKINGHAM WAY</u> (Street) <u>AMERST NY 14228</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/17/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>ITRON, INC. [ITRI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Networked Solutions</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>6,498⁽¹⁾</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>09/10/2030</u>	<u>Common Stock</u>	<u>3,783⁽²⁾</u>	<u>57.68</u>	<u>D</u>	

Explanation of Responses:

1. Includes a restricted stock unit award with a remaining balance of 599 shares of common stock, 294 of which vest on November 10, 2020, and 305 of which vest on February 10, 2021; a restricted stock unit award with a remaining balance of 601 shares of common stock that vests February 22, 2021; a restricted stock unit award with a remaining balance of 1,048 shares of common stock that vests in two equal annual increments beginning on July 1, 2021; a restricted stock unit award with a remaining balance of 1,145 shares of common stock that vests in three equal annual increments beginning on February 20, 2021; and a restricted stock unit award with a remaining balance of 1,408 shares of common stock that vests in three equal annual increments beginning on September 10, 2021.

2. This option vests in one-third annual increments beginning on September 10, 2021, subject to the terms of the option award agreement.

/s/ Jared Josephsen;

attorney in-fact for the
Reporting Person

09/25/2020

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.