SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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

Lande Jerome J.			Date of Event equiring Staten Month/Day/Year 2/09/2015	nent	3. Issuer Name and Ticker or Trading Symbol <u>ITRON INC /WA/</u> [ITRI]						
(Last) (First) (Middle) 2111 NORTH MOLTER ROAD					tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) LIBERTY LAKE	WA	99223				Officer (give title below)	Other (spe below)	cify		cable Line) Form filed b	/Group Filing (Check y One Reporting Person y More than One erson
(City) (State) (Zip) 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)		
Common Stock					920,309 I			Coppersmith Entities ⁽¹⁾			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Expiration			2. Date Exerc Expiration Da (Month/Day/			itle and Amount of Secur lerlying Derivative Securi	ty (Instr. 4) Conve or Exe		rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratio Date	n Title	9	Amount or Number of Shares	Price c Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. Mr. Lande, as the Managing Member of each of Coppersmith Capital Partners, LLC (Coppersmith Partners) and Coppersmith Capital Management, LLC (Coppersmith Capital) may be deemed the beneficial owner of (a) 160,000 shares beneficially owned by Coppersmith Value Partners II, LP, of which Coppersmith Partners is the general partner and Coppersmith Capital is the Investment Manager, and (b) 760,309 shares held in certain managed accounts for which Coppersmith Capital is the Investment Manager. Mr. Lande disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

MariLyn R. Hill, attorney-in-

fact for Mr. Lande

12/10/2015

Date

** Signature of Reporting Person

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.

POWER OF ATTORNEY Know all by these presents that the undersigned hereby constitutes and appoints each of MariLyn R. Hill and Carol C. Cameron, signing singly, the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Itron, Inc., a Washington corporation (the "Company"), Forms?3, 4 and 5 (including amendments thereto) in accordance with Section?16(a)of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar; (2)do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section?16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact.

The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any PriorPowers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms?3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a)?revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b)?superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of December, 2015.

/s/ Jerome J. Lande Jerome J. Lande