

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>MEZEY PHILIP</u>  (Last) (First) (Middle) <u>2111 N MOLTER ROAD</u>  (Street) <u>LIBERTY LAKE WA 99019</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ITRON INC /WA/ [ ITRI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>05/01/2018</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2018		M		16,694 <sup>(1)</sup>	A	\$35.05	93,341	D	
Common Stock	05/01/2018		S		709 <sup>(2)</sup>	D	\$65	92,632	D	
Common Stock	05/01/2018		S		100 <sup>(2)</sup>	D	\$65.025	92,532	D	
Common Stock	05/01/2018		S		1,686 <sup>(2)</sup>	D	\$65.05	90,846	D	
Common Stock	05/01/2018		S		1,400 <sup>(2)</sup>	D	\$65.075	89,446	D	
Common Stock	05/01/2018		S		4,018 <sup>(2)</sup>	D	\$65.1	85,428	D	
Common Stock	05/01/2018		S		1,700 <sup>(2)</sup>	D	\$65.125	83,728	D	
Common Stock	05/01/2018		S		1,495 <sup>(2)</sup>	D	\$65.15	82,233	D	
Common Stock	05/01/2018		S		330 <sup>(2)</sup>	D	\$65.175	81,903	D	
Common Stock	05/01/2018		S		2,005 <sup>(2)</sup>	D	\$65.2	79,898	D	
Common Stock	05/01/2018		S		300 <sup>(2)</sup>	D	\$65.225	79,598	D	
Common Stock	05/01/2018		S		725 <sup>(2)</sup>	D	\$65.25	78,873	D	
Common Stock	05/01/2018		S		500 <sup>(2)</sup>	D	\$65.325	78,373	D	
Common Stock	05/01/2018		S		331 <sup>(2)</sup>	D	\$65.35	78,042	D	
Common Stock	05/01/2018		S		800 <sup>(2)</sup>	D	\$65.375	77,242	D	
Common Stock	05/01/2018		S		295 <sup>(2)</sup>	D	\$65.4	76,947	D	
Common Stock	05/01/2018		S		300 <sup>(2)</sup>	D	\$65.425	76,647	D	
Common Stock								53,354	I	Held in trust with reporting person and spouse as co-trustees

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$35.05	05/01/2018		M			16,694 <sup>(1)</sup>	(3)	02/21/2024	Common Stock	16,694	\$0	42,263	D	

**Explanation of Responses:**

1. Represents the number of stock options exercised under a Rule 10b5-1 Trading Plan entered into previously.
2. Represents number of shares sold under a Rule 10b5-1 Trading Plan entered into previously.
3. This award was granted on February 21, 2014 with one-third of the option becoming exercisable on each of February 21, 2015, February 21, 2016, and February 21, 2017.

/s/ Kramer B. Ortman      05/03/2018  
attorney-in-fact for Mr. Mezey

\*\* 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 4 (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.

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