

<b>OMB APPROVAL</b>	
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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

1. Name and Address of Reporting Person* <b>SCOPIA CAPITAL MANAGEMENT LP</b>  (Last) (First) (Middle) <b>152 WEST 57TH STREET, 33RD FLOOR</b>  (Street) <b>NEW YORK NY 10019</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ITRON INC /WA/ [ ITRI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/11/2019</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <b>03/13/2019</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								1,202	D <sup>(1)</sup>	
Common Stock								653	D <sup>(1)</sup>	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <b>SCOPIA CAPITAL MANAGEMENT LP</b>  (Last) (First) (Middle) <b>152 WEST 57TH STREET, 33RD FLOOR</b>  (Street) <b>NEW YORK NY 10019</b>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Scopia Management, Inc.</a>		
(Last)	(First)	(Middle)
152 WEST 57TH STREET, 33RD FLOOR		
(Street)		
NEW YORK	NY	10019
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">SIROVICH MATTHEW</a>		
(Last)	(First)	(Middle)
152 WEST 57TH STREET, 33RD FLOOR		
(Street)		
NEW YORK	NY	10019
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">MINDICH JEREMY</a>		
(Last)	(First)	(Middle)
152 WEST 57TH STREET, 33RD FLOOR		
(Street)		
NEW YORK	NY	10019
(City) (State) (Zip)		

**Explanation of Responses:**

1. The Reporting Persons previously disclosed an in-kind pro rata distribution for no consideration of shares of common stock of Itron, Inc. (the "Issuer") by an investment fund for which Scopia Capital Management LP serves as investment manager to investors in such investment fund that took place on March 11, 2019. The previously filed Form 4 stated that none of the Reporting Persons nor any Investment Vehicle (as defined in the previously filed Form 4) retained a pecuniary interest in such shares of common stock of the Issuer. The Form 4 is amended to delete that statement as 1,202 shares of common stock were transferred to Matthew Sirovich and 653 shares of common stock were transferred to Jeremy Mindich in the in-kind pro rata distribution for no consideration that was exempt from Section 16 as a change in form of beneficial ownership pursuant to Rule 16a-13.

**Remarks:**

[SCOPIA CAPITAL MANAGEMENT LP, By: Scopia Management, Inc., its general partner, Name: /s/ Matthew Sirovich, Title: Managing Director](#) 05/23/2019

[SCOPIA MANAGEMENT INC., Name: /s/ Matthew Sirovich, Title: Managing Director](#) 05/23/2019

[/s/ Matthew Sirovich](#) 05/23/2019

[/s/ Jeremy Mindich](#) 05/23/2019

\*\* 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.

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.

Form 4 Joint Filer Information

Name: Scopia Management, Inc.  
Address: 152 West 57th Street, 33rd Floor  
New York, NY 10019  
Date of Event Requiring Statement: 3/11/19

Name: Matthew Sirovich  
Address: 152 West 57th Street, 33rd Floor  
New York, NY 10019  
Date of Event Requiring Statement: 3/11/19

Name: Jeremy Mindich  
Address: 152 West 57th Street, 33rd Floor  
New York, NY 10019  
Date of Event Requiring Statement: 3/11/19