

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Ware Christopher E.</u> <hr/> (Last) (First) (Middle) <u>2111 N. MOLTER ROAD</u> <hr/> (Street) <u>LIBERTY WA 99019</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/01/2022</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) <u>VP, General Counsel &amp; Corp Sec</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/04/2022</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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>3,187<sup>(1)</sup></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			

**Explanation of Responses:**

1. Represents (1) a restricted stock unit award for 1,185 shares of common stock granted on May 12, 2021 that vests in one-half equal annual increments beginning on the first anniversary of the date of grant, (2) a restricted stock unit award for 592 shares of common stock granted on May 12, 2021 that vests in one-third equal annual increments beginning on the first anniversary of the date of grant, and (3) a restricted stock unit award for 1,390 shares of common stock granted on February 24, 2022 that vests in one-third equal annual increments beginning on the first anniversary of the date of grant, and includes 20 shares acquired under the Itron, Inc. Employee Stock Purchase Plan, which shares were omitted from the reporting person's original Form 3.

/s/ Christopher E. Ware      04/07/2022

\*\* 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.**