

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
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|---|---|--|
| 1. Name and Address of Reporting Person* <u>FAIRBANKS RUSSELL N JR</u> (Last) (First) (Middle) 2818 N. SULLIVAN ROAD (Street) SPOKANE WA 99216 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ITRON INC /WA/ [ITRI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Sr. VP & General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2006 | |
| | 4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.26 | 3,308 | D | |
| Common Stock | 05/03/2006 | | S | | 73 ⁽¹⁾ | D | \$67.27 | 3,235 | D | |
| Common Stock | 05/03/2006 | | S | | 27 ⁽¹⁾ | D | \$67.28 | 3,208 | D | |
| Common Stock | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.3 | 3,108 | D | |
| Common Stock | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.31 | 3,008 | D | |
| Common Stock | 05/03/2006 | | S | | 200 ⁽¹⁾ | D | \$67.34 | 2,808 | D | |
| Common Stock | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.35 | 2,708 | D | |
| Common Stock | 05/03/2006 | | S | | 200 ⁽¹⁾ | D | \$67.39 | 2,508 | D | |
| Common Stock | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.46 | 2,408 | D | |
| Common Stock | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.47 | 2,308 | D | |
| Common Stock | 05/03/2006 | | S | | 100 ⁽¹⁾ | D | \$67.49 | 2,208 | D | |
| Common Stock | | | | | | | | 308 | I | 401(k) Plan |

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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Stock Option (right to buy) | \$37.4 | 05/03/2006 | | M | | | 5,000 | (2) | 05/03/2015 | Common Stock | \$0 | 10,000 | D | |

Explanation of Responses:

- 1. Shares sold pursuant to 10b5-1 Plan.
- 2. 33-1/3% of options become exercisable on 5/3/2006 and an additional 33-1/3% on each of 5/3/07 and 5/3/08.

By: MariLyn R. Blair, as attorney in fact For: Russell N. Fairbanks, Jr. 05/05/2006

** 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.

