

**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 *<br><b>FAIRBANKS RUSSELL N JR</b> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><b>ITRON INC /WA/ [ ITRI ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Sr. VP &amp; General Counsel</b> |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/15/2005</b>         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| <b>2818 N. SULLIVAN ROAD</b>   |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  |   |  |  |
| (Street)   | <b>WA</b> | <b>99216</b> |   |  |  |   |  |  |
| (City)   | (State)   | (Zip)        |   |  |  |   |  |  |

**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                    | 08/15/2005                           |  | M                              |   | 11,792  | A          | \$6.75    | 11,792  | D  |   |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 10,000  | A          | \$7       | 21,792  | D  |   |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 7,500   | A          | \$14.85   | 29,292  | D  |   |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 2,667   | A          | \$20.1    | 31,959  | D  |   |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 3,334   | A          | \$20.64   | 35,293  | D  |   |
| Common Stock                    | 08/15/2005                           |  | S                              |   | 35,293  | D          | \$50.1417 | 0   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 304   | 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 | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option (right to buy)                | \$6.75   | 08/15/2005                           |  | M                              |   |  | 11,792 | (1)  | 03/07/2010      | Common Stock  | 11,792                     | \$0  | 0  | D   |  |
| Stock Option (right to buy)                | \$7  | 08/15/2005                           |  | M                              |   |  | 10,000 | (2)  | 02/12/2011      | Common Stock  | 10,000                     | \$0  | 0  | D   |  |
| Stock Option (right to buy)                | \$14.85  | 08/15/2005                           |  | M                              |   |  | 7,500  | (3)  | 07/26/2012      | Common Stock  | 7,500                      | \$0  | 0  | D   |  |
| Stock Option (right to buy)                | \$20.1   | 08/15/2005                           |  | M                              |   |  | 2,667  | (4)  | 09/26/2013      | Common Stock  | 2,667                      | \$0  | 5,333  | D   |  |
| Stock Option (right to buy)                | \$20.64  | 08/15/2005                           |  | M                              |   |  | 3,334  | (5)  | 05/28/2014      | Common Stock  | 3,334                      | \$0  | 6,666  | D   |  |

**Explanation of Responses:**

- 33-1/3% of options become exercisable on 3/07/2001 and an additional 33-1/3% on each of 3/07/2002 and 3/07/2003.
- 25% of options become exercisable on 02/12/02 and an additional 25% on each of 02/12/03, 02/12/04, and 02/12/05.
- 33-1/3% of options become exercisable on 7/26/03 and an additional 33-1/3% on each of 7/26/04 and 7/26/05.
- 33-1/3% of options become exercisable on 9/26/04 and an additional 33-1/3% on each of 9/26/05 and 9/26/06.
- 33-1/3% of options become exercisable on 5/28/2005 and an additional 33-1/3% on each of 5/28/06 and 5/28/07.

By: MariLyn R. Blair, as

08/15/2005

attorney-in-fact For: Russell N.  
Fairbanks, Jr.

\*\* 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.**