

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>MEZEY PHILIP</b>  (Last) (First) (Middle) <b>2111 N MOLTER ROAD</b>  (Street) <b>LIBERTY WA 99019</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/01/2019</b>	
		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	07/01/2019		S		16,576 <sup>(1)</sup>	D	\$62.79	74,624	D	
Common Stock	07/01/2019		S		14,230 <sup>(2)</sup>	D	\$63.21	60,394	D	
Common Stock	07/01/2019		S		608 <sup>(3)</sup>	D	\$62.71	81,495	D	
Common Stock	07/01/2019		M		608 <sup>(4)</sup>	A	\$35.05	69,491	D	
Common Stock	07/01/2019		M		21,709 <sup>(4)</sup>	A	\$35.29	91,200	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)		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
Stock Option (Right to Buy)	\$35.05	07/01/2019		M			608	(5)	02/21/2024	Common Stock	608	\$0	2,853	D	
Stock Option (Right to Buy)	\$35.29	07/01/2019		M			21,709	(6)	02/19/2025	Common Stock	21,709	\$0	44,132	D	

**Explanation of Responses:**

- Shares sold pursuant to 10b5-1 Plan. This transaction was executed in multiple trades at prices ranging from \$62.08 to \$63.07. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Shares sold pursuant to 10b5-1 Plan. This transaction was executed in multiple trades at prices ranging from \$63.08 to \$63.50. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Shares sold pursuant to 10b5-1 Plan. This transaction was executed in multiple trades at prices ranging from \$62.31 to \$63.15. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents the number of stock options exercised under a Rule 10b5-1 Trading Plan entered into previously.
- 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.
- This award was granted on February 19, 2015 with one-third of the option becoming exercisable on each of February 19, 2016, February 19, 2017, and February 19, 2018.

/s/ Sarah Hlavinka, attorney-in-fact for Mr. Mezey 07/03/2019

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.**