Ch

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
-------------	------------

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

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person* Ziegler Lynda L.						2. Issuer Name and Ticker or Trading Symbol ITRON, INC. [ITRI]									tionship of Reportir (all applicable) Director Officer (give title below)		ng Person(s) to Iss 10% Own Other (sp below)		vner
(Last) 2111 N.	st) (First) (Middle) 11 N. MOLTER ROAD					3. Date of Earliest Transaction (Month/Day/Year) 07/01/2021													specify
(Street) LIBERT LAKE	W/		9019			4. If Amendment, Date of Original Filed (Month/Day/Year) 07/06/2021									Form Form	lual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(Sta	, ,	Zip)																
		lable	I - NC	n-Deriva	tive	Secu	rities	ACC	uired	, Dis	posed of	, or E	seneti	cially	Own	ea ———	_		
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day				Execution Date,			ate,	3. Transaction Code (Instr. 8) 4. Securities A Disposed Of (5)					and Securit Benefit Owned		ties cially I Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D) Price		е	Reported Transaction(s) (Instr. 3 and 4)				(111501. 4)			
Common Stock				07/01/2021				A		433(1)	A		\$ <mark>0</mark>	14	14,646		D		
Common Stock ⁽²⁾ 07/01				07/01/2	021				S		600(2)	D	\$10	0.73	14	14,046 ⁽²⁾		D	
	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)	vative Conversion Date Execution Date, urity or Exercise (Month/Day/Year) if any			4. Transaction Code (Instr. 8)		of	r osed (1. 3, 4	Expira	tion D	Exercisable and on Date Day/Year)		e and int of rities rlying ative rity (Insti	Dei Sed (Ins	Price of ivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amoun or Numbe of Shares	r					

Explanation of Responses:

- 1. Reflects the grant of common stock the Chair of Itron's board of directors receives quarterly as part of her annual compensation for board service.
- 2. The original Form 4 filed on July 6, 2021, is amended by this Form 4 amendment to reflect the additional transaction that occurred on July 1, 2021, which was the sale of 600 shares pursuant to a 10b5-
- 1 Plan entered into previously, which transaction was inadvertently omitted from the reporting person's original Form 4. No other changes have been made to the original Form 4.

/s/ Sarah E. Hlavinka, attorney-in-fact for Ms.

07/06/2021

Ziegler

** 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.