

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>NEILSON ROBERT D</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; COO, Director</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2005	
	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 <sup>(1)</sup>	08/15/2005		S		18,671	D	\$50.1417	0	D	
Common Stock	08/15/2005		M		13,000	A	\$17.75	13,000	D	
Common Stock	08/15/2005		M		20,000	A	\$17.75	33,000	D	
Common Stock	08/15/2005		M		12,000	A	\$21.0625	45,000	D	
Common Stock	08/15/2005		M		3,750	A	\$15.3438	48,750	D	
Common Stock	08/15/2005		M		25,000	A	\$6.75	73,750	D	
Common Stock	08/15/2005		M		2,667	A	\$20.1	76,417	D	
Common Stock	08/15/2005		M		3,334	A	\$20.64	79,751	D	
Common Stock <sup>(1)</sup>	08/15/2005		S		79,751	D	\$50.1417	0	D	
Common Stock <sup>(1)</sup>	08/15/2005		S		25,100	D	\$50.1417	0	I	Wife <sup>(2)</sup>
Common Stock	08/15/2005		M		2,500	A	\$8.3438	2,500	I	Wife
Common Stock	08/15/2005		M		10,000	A	\$6.75	12,500	I	Wife
Common Stock	08/15/2005		M		15,000	A	\$7	27,500	I	Wife
Common Stock <sup>(1)</sup>	08/15/2005		S		27,500	D	\$50.1417	0	I	Wife <sup>(2)</sup>
Common Stock	08/15/2005		M		7,500	A	\$14.85	7,500	I	by Spouse
Common Stock	08/15/2005		M		2,667	A	\$20.1	10,167	I	by Spouse
Common Stock	08/15/2005		M		3,334	A	\$20.64	13,501	I	by Spouse
Common Stock	08/15/2005		S		13,501	D	\$50.1417	0	I	by Spouse
Common Stock								3,411	I	401(k) Plan
Common Stock								38	I	ESOP
Common Stock								1,675	I	Spouse, 401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table of Derivative Securities Acquired, if any (e.g., (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title of 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)	\$6.75	08/15/2005		M			25,000	(3)	03/07/2010	Common Stock	25,000	\$0	0	D	
Stock Option (right to buy)	\$15.3438	08/15/2005		M			3,750	(4)	05/05/2008	Common Stock	3,750	\$0	0	D	
Stock Option (right to buy)	\$17.75	08/15/2005		M			20,000	(5)	11/25/1999	Common Stock	20,000	\$0	0	D	
Stock Option (right to buy)	\$17.75	08/15/2005		M			13,000	(6)	11/25/2000	Common Stock	13,000	\$0	0	D	
Stock Option (right to buy)	\$20.1	08/15/2005		M			2,667	(7)	09/26/2013	Common Stock	2,667	\$0	5,333	D	
Stock Option (right to buy)	\$20.64	08/15/2005		M			3,334	(8)	05/28/2014	Common Stock	3,334	\$0	6,666	D	
Stock Option (right to buy)	\$21.0625	08/15/2005		M			12,000	(9)	04/29/2007	Common Stock	12,000	\$0	0	D	
Stock Option (right to buy)	\$6.75	08/15/2005		M			10,000	(3)	03/07/2020	Common Stock	10,000	\$0	0	I	Wife
Stock Option (right to buy)	\$7	08/15/2005		M			15,000	(10)	02/12/2001	Common Stock	15,000	\$0	0	I	Wife
Stock Option (right to buy)	\$8.3438	08/15/2005		M			2,500	(11)	05/04/2009	Common Stock	2,500	\$0	0	I	Wife
Stock Option (right to buy)	\$14.85	08/15/2005		M			7,500	(12)	07/26/2012	Common Stock	7,500	\$0	0	I	by Spouse
Stock Option (right to buy)	\$20.1	08/15/2005		M			2,667	(7)	09/26/2013	Common Stock	2,667	\$0	5,333	I	by Spouse
Stock Option (right to buy)	\$20.64	08/15/2005		M			3,334	(8)	05/28/2014	Common Stock	3,334	\$0	6,666	I	by Spouse

**Explanation of Responses:**

- Granted under Itron, Inc. 1989 Restated Stock Option Plan which is Rule 16b-3 plan.
- These shares are held by Mr. Neilson's wife who is an employee of the Company.
- 25% of options become exercisable on 3/7/01 and an additional 25% on each of 3/7/02, 3/7/03 and 3/7/04.
- 25% of options become exercisable on 5/5/99 and an additional 25% on each of 5/5/00, 5/5/01, and 5/5/02.
- 33-1/3% of options become exercisable on 11/25/97 and an additional 33-1/3% on each of 11/25/98 and 11/25/99.
- 25% of options become exercisable on 11/25/97 and an additional 25% on each of 11/25/98, 11/25/99 and 11/25/00.
- 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.
- 25% of options become exercisable on 4/29/98 and an additional 25% on each of 4/29/99, 4/29/00 and 4/29/01.
- 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.
- 25% of options become exercisable on 5/04/00 and an additional 25% on each of 5/04/01, 5/04/02, and 5/04/03.
- 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.

By: MariLyn R. Blair, as attorney-in-fact for: Robert D. Neilson 08/15/2005

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.**