

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 21, 2013

Date of Report (Date of Earliest Event Reported)

ITRON, INC.

(Exact Name of Registrant as Specified in its Charter)

Washington

(State or Other Jurisdiction
of Incorporation)

000-22418

(Commission File No.)

91-1011792

(IRS Employer
Identification No.)

2111 N. Molter Road, Liberty Lake, WA 99019

(Address of Principal Executive Offices, Zip Code)

(509) 924-9900

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of New Director

On February 21, 2013, the Board of Directors (the Board) of Itron, Inc. (Itron) appointed Lynda L. Ziegler as a director, serving until the annual shareholders meeting on May 3, 2013, at which time she will stand for election by Itron's shareholders.

Ms. Ziegler, age 60, was a senior executive at Southern California Edison (SCE), one of the largest electric utilities in the U.S., and part of the Edison International group of utilities. From 2006 to 2011, Ms. Ziegler was Senior Vice President of Customer Service, and, from January 1, 2011 until her retirement in September of 2012, she served as Executive Vice President of Power Delivery Services, where she was responsible for transmission and distribution construction and maintenance, customer service, IT, and support services including procurement and real estate management.

Ms. Ziegler is expected to serve on the Compensation Committee of the Board beginning in the second quarter of 2013.

As a director, Ms. Ziegler will receive an annual retainer of \$165,000, of which \$65,000 is paid in cash, and the remainder is paid in shares of Itron's common stock, which vest immediately. The retainer is paid and issued in equal increments on the first day of each fiscal quarter. In addition, as a new director, Ms. Ziegler was granted restricted stock units equal to 50% of her annual cash retainer. This award will vest equally in one-third increments beginning on the first anniversary of the date of grant.

There are no related party transactions between Itron and Ms. Ziegler that require disclosure under Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated February 22, 2013

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated February 22, 2013

**FOR IMMEDIATE RELEASE****Itron Appoints Early Pioneer in Grid Modernization Lynda Ziegler to Board of Directors**

LIBERTY LAKE, Wash. - Feb. 22, 2013 - Itron, Inc. (NASDAQ: ITRI) announced today the appointment of Lynda Ziegler to its board of directors effective Feb. 21, 2013. Ziegler has more than 30 years of experience in the energy industry and most recently served as executive vice president of power delivery services at Southern California Edison (SCE).

Ziegler was responsible for the successful automation of nearly 5 million meters and associated supporting systems as a part of SCE's Edison SmartConnect® program. She also successfully led SCE's customer satisfaction efforts, achieving a first-quartile ranking in residential customer satisfaction by J.D. Power & Associates.

"Lynda Ziegler's wealth of industry knowledge and experience will be an asset to the board. We look forward to working with a pioneer in grid modernization who has successfully implemented one of the nation's largest and most innovative smart grid deployments," said Jon Eliassen, chairman of Itron's board of directors.

Ziegler worked at SCE for more than 30 years, before retiring in September 2012. She held various positions, including senior vice president of customer service, vice president of customer programs and services, and her most recent position of executive vice president of power delivery services. Ziegler started her career at Skill Power Tools where she was the first female power tool salesperson in the industry and handled all aspects of a sales territory.

"Lynda Ziegler is an ideal candidate for Itron's board of directors. Her years of energy industry experience will benefit Itron as we help our customers build smart cities of the future," said Philip Mezey, Itron's president and chief executive officer.

"It is an honor to join Itron's board of directors. Itron is a truly innovative company that is helping utilities around the globe better manage energy and water," said Ziegler. "I look forward to bringing my years of experience to help further this mission."

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Liberty Lake, WA 99019

1.800.635.5461

www.itron.com



About Itron

Itron is a global technology company. We build solutions that help utilities measure, manage and analyze energy and water. Our broad product portfolio includes electricity, gas, water and thermal energy measurement and control technology; communications systems; software; and professional services. With thousands of employees supporting nearly 8,000 utilities in more than 100 countries, Itron empowers utilities to responsibly and efficiently manage energy and water resources. Join us in creating a more resourceful world; start here: www.itron.com.

For additional information, contact:

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