

**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* <b>MEZEY PHILIP</b>			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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. VP, Software Solutions</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/26/2007</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	
2111 N MOLTER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <b>LIBERTY LAKE WA 99019</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	02/26/2007		M		8,333	A	\$21.18	19,724	D	
Common Stock	02/26/2007		M		1,000	A	\$37.4	20,724	D	
Common Stock	02/26/2007		S		1,600 <sup>(1)</sup>	D	\$67.25	19,124	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.02	18,924	D	
Common Stock	02/26/2007		S		300 <sup>(1)</sup>	D	\$67.26	18,624	D	
Common Stock	02/26/2007		S		100 <sup>(1)</sup>	D	\$67.27	18,524	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.03	18,324	D	
Common Stock	02/26/2007		S		400 <sup>(1)</sup>	D	\$66.04	17,924	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.05	17,724	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.11	17,524	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.12	17,324	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.13	17,124	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.2	16,924	D	
Common Stock	02/26/2007		S		1,000 <sup>(1)</sup>	D	\$68.75	15,924	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.21	15,724	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.24	15,524	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.26	15,324	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.27	15,124	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.28	14,924	D	
Common Stock	02/26/2007		S		933 <sup>(1)</sup>	D	\$66.29	13,991	D	
Common Stock	02/26/2007		S		400 <sup>(1)</sup>	D	\$66.3	13,591	D	
Common Stock	02/26/2007		S		200 <sup>(1)</sup>	D	\$66.31	13,391	D	
Common Stock	02/26/2007		S		2,000 <sup>(1)</sup>	D	\$68.75	11,391	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)	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)
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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date		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)	
				V	A		D	Date Exercisable						Expiration Date
Stock Option (right to buy)	\$21.18	02/26/2007		M		8,333	(2)	12/06/2014	Common Stock	8,333	\$0	8,333	D	
Stock Option (right to buy)	\$37.4	02/26/2007		M		1,000	(3)	05/03/2015	Common Stock	1,000	\$0	12,972	D	

**Explanation of Responses:**

- Shares sold pursuant to 10b5-1 Plan.
- 33-1/3% of options become exercisable on 12/6/05 and an additional 33-1/3% on each of 12/6/06 and 12/6/07.
- 33-1/3% of options become exercisable on 5/3/2006 and an additional 33-1/3% on each of 5/3/07 and 5/3/08.

By: MariLyn R. Blair, as  
attorney-in-fact For: Philip C. Mezey    02/27/2007

\*\* 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.

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