FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. 20549 |
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| Check this box if no longer subject | SIA |
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| 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* Tremblay Diana D | | | | | 2. Issuer Name and Ticker or Trading Symbol ITRON, INC. [ITRI] | | | | | | | | | (Che | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|---------|--------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|-----|--------|--------------------------------------------------------------------------------------------------|----------------------|------------------------|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------|---------------|------------|
| (Last) (First) (Middle) 2111 N. MOLTER ROAD | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2021 | | | | | | | | | | _ | er (give title | | Other (below) | · I |
| (Street) LIBERT LAKE | Y WA | A 9 | 9019 | | 4. If A | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Inc Line) | iividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (Sta | ate) (Z | Zip) | | | | | | | | | | | | | | | | |
| | | Table | I - Nor | n-Deriva | tive S | Secu | rities | Acq | uired, | Dis | osed of | , or E | Benef | icial | ly Own | ed | | | |
| Date | | | 2. Transa Date (Month/Da | eay/Year) Exec | | A. Deemed Recution Date, any Ionth/Day/Year) | | | | es Acquired (A Of (D) (Instr. 3 | | , 4 and Secur Benef | | cially Following | Form (D) o | vnership n: Direct r Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) (D) | or P | rice | Transa | ction(s) 3 and 4) | | | (Instr. 4) |
| Common Stock 04/0 | | | | 04/01/ | 2021 | | | A | | 358(1) | 358 ⁽¹⁾ A | | \$ <mark>0</mark> | 12,426 | | | 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) | ve Conversion Date (nor Exercise Price of Derivative Security Security Execution Date, if any (Month/Day/Year) | | Code (8) | Transaction Code (Instr. 8) S A (### D D CODE CODE CODE CODE CODE CODE CODE | | osed) r. 3, 4 | 6. Date Exerci Expiration Dat (Month/Day/Yo | | te | 7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4) | | otr. | Price of erivative ecurity nstr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | у | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

Explanation of Responses:

1. Reflects the grant of common stock independent members of Itron's board of directors receive quarterly as part of their annual compensation for board service.

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

04/05/2021

Tremblay

** 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.