

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>SCOPIA CAPITAL MANAGEMENT LP</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET</u> <u>33RD FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10019</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 ⁽¹⁾⁽²⁾	03/31/2016		P		12,709	A	\$41.807	4,487,792	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	03/31/2016		S ⁽⁴⁾⁽⁷⁾		12,618	D	\$41.761	4,475,174	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	03/31/2016		S ⁽⁵⁾⁽⁷⁾		91	D	\$41.761	4,475,083	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	04/01/2016		P		50,001	A	\$41.8124	4,525,084	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	04/01/2016		S ⁽⁶⁾⁽⁷⁾		49,643	D	\$41.7753	4,475,441	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	04/01/2016		S ⁽⁵⁾⁽⁷⁾		357	D	\$41.7753	4,475,084	I	See Footnote ⁽³⁾

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)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>SCOPIA CAPITAL MANAGEMENT LP</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET</u> <u>33RD FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10019</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Scopia Management, Inc.</u> (Last) (First) (Middle)

152 WEST 57TH STREET, 33RD FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10019
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[SIROVICH MATTHEW](#)

(Last)(First)(Middle)

C/O SCOPIA CAPITAL MANAGEMENT LP

152 WEST 57TH STREET, 33RD FLOOR

(Street)

NEW YORKNY10019

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[MINDICH JEREMY](#)

(Last)(First)(Middle)

C/O SCOPIA CAPITAL MANAGEMENT LP

152 WEST 57TH STREET, 33RD FLOOR

(Street)

NEW YORKNY10019

(City)(State)(Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by Scopia Capital Management LP ("Scopia Management"), Scopia Management, Inc. ("Scopia Inc."), Matthew Sirovich and Jeremy Mindich. The securities reported in this Form 4 are held in the accounts of several investment funds, including Scopia Long LLC, Scopia Windmill Fund LP, Scopia LB LLC, Scopia International Master Fund LP, Scopia PX LLC, Scopia PX International Master Fund LP, Scopia Partners LLC, Scopia LB International Master Fund LP, Scopia Long International Master Fund LP and Scopia Long QP LLC, and a certain managed account (together, the "Investment Vehicles") for which Scopia Management serves as the investment manager and each of which individually owns less than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock.

2. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

3. Securities held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment Vehicles, Scopia Inc. as the general partner of Scopia Management, and Messrs. Sirovich and Mindich, as the Managing Directors of Scopia Inc., may be deemed to beneficially own the securities held by the Investment Vehicles.

4. Purchases by certain of the Investment Vehicles of an aggregate of 8,671 shares on February 8, 2016 at a price of \$34.2852 and 3,947 shares on February 9, 2016 at a price of \$34.3278 have been matched against sales on March 31, 2016 by certain of the Investment Vehicles of an aggregate of 12,618 shares at a price of \$41.7610. The aforementioned purchase prices constitute the lowest purchase prices paid by the Investment Vehicles matched against the highest sale price that the Investment Vehicles received for the sale of shares after taking into account the transactions described in Footnote 6. The Reporting Persons have agreed to pay the Issuer \$6,152.94, representing the full amount of the Reporting Persons' pecuniary interest in the profit realized in connection with the short-swing transaction.

5. Represents a sale of Common Stock by a certain managed account in which the Reporting Persons do not have a pecuniary interest by virtue of Rule 16a-1(a)(2)(ii)(C) of the Securities Exchange Act of 1934, as amended.

6. Purchases by certain of the Investment Vehicles of an aggregate of 31,000 shares on February 11, 2016 at a price of \$33.7076, 9,030 shares on February 5, 2016 at a price of \$34.1753 and 9,613 shares on February 8, 2016 at a price of \$34.2852 have been matched against sales on April 1, 2016 by certain of the Investment Vehicles of an aggregate of 49,643 shares at a price of \$41.7753. The aforementioned purchase prices constitute the lowest purchase prices paid by the Investment Vehicles matched against the highest sale price that the Investment Vehicles received for the sale of shares. The Reporting Persons have agreed to pay the Issuer \$25,532.01, representing the full amount of the Reporting Persons' pecuniary interest in the profit realized in connection with the short-swing transaction.

7. Such sales by the Investment Vehicles represent standard rebalancing transactions made in the ordinary course of business.

[Scopia Capital Management LP; By: Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director](#)

[Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director](#)

[/s/ Matthew Sirovich](#)

[/s/ Jeremy Mindich](#)

** Signature of Reporting Person

[04/04/2016](#)

[04/04/2016](#)

[04/04/2016](#)

[04/04/2016](#)

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.