

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL                                 |           |
|--|-----------|
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |   |
|---|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Moore Sharelynn Faye</u><br><br>(Last) (First) (Middle)<br>424 W. HIGH DRIVE<br><br>(Street)<br>SPOKANE WA 99203<br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>12/12/2019 | 3. Issuer Name and Ticker or Trading Symbol<br><u>ITRON, INC. [ ITRI ]</u>   |   |
|   |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>SVP, Networks | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 3,559 <sup>(1)</sup>                                  | D  |   |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
| Stock Option (Right to Buy)                | (2)  | 02/16/2022      | Common Stock 805  | 48.23  | D  |   |
| Stock Option (Right to Buy)                | (3)  | 02/21/2023      | Common Stock 1,630  | 42.35  | D  |   |
| Stock Option (Right to Buy)                | (4)  | 02/19/2024      | Common Stock 2,741  | 35.29  | D  |   |
| Stock Option (Right to Buy)                | (5)  | 02/19/2025      | Common Stock 2,331  | 35.29  | D  |   |
| Stock Option (Right to Buy)                | (6)  | 02/24/2026      | Common Stock 2,151  | 40.05  | D  |   |
| Stock Option (Right to Buy)                | (7)  | 02/23/2027      | Common Stock 2,270  | 65.55  | D  |   |
| Stock Option (Right to Buy)                | (8)  | 02/22/2028      | Common Stock 3,017  | 69.3   | D  |   |

Explanation of Responses:

- Includes a restricted stock unit award with a remaining balance of 254 shares of common stock that vests on February 23, 2020, a restricted stock unit award with a remaining balance of 722 shares of common stock that vests in two equal annual increments beginning on February 22, 2020, and a restricted stock unit award for 2,462 shares of common stock that vests in three equal annual increments beginning on February 21, 2020.
- This option became fully vested on February 16, 2015.
- This option became fully vested on February 21, 2016.
- This option became fully vested on February 19, 2017.
- This option became fully vested on February 19, 2018.
- This option became fully vested on February 24, 2019.
- This option vests in one-third annual increments beginning on February 23, 2018, subject to the terms of the option award agreement.
- This option vests in one-third annual increments beginning on February 22, 2019, subject to the terms of the option award agreement.

/s/ Jared Josephsen, attorney-in-fact for Ms. Moore 12/23/2019

\*\* 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 5 (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.