

**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	
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1. Name and Address of Reporting Person* <b>FAIRBANKS RUSSELL N JR</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 Officer (give title below) Other (specify below) <b>X Sr. VP &amp; General Counsel</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/09/2006</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person	
2818 N. SULLIVAN ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<b>WA</b>	<b>99216</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	02/09/2006		M		2,666	A	\$20.1	2,666	D	
Common Stock	02/09/2006		S		1,344 <sup>(1)</sup>	D	\$50	1,322	D	
Common Stock	02/09/2006		S		154 <sup>(1)</sup>	D	\$50.01	1,168	D	
Common Stock	02/09/2006		S		88 <sup>(1)</sup>	D	\$50.02	1,080	D	
Common Stock	02/09/2006		S		185 <sup>(1)</sup>	D	\$50.04	895	D	
Common Stock	02/09/2006		S		281 <sup>(1)</sup>	D	\$50.05	614	D	
Common Stock	02/09/2006		S		145 <sup>(1)</sup>	D	\$50.06	469	D	
Common Stock	02/09/2006		S		338 <sup>(1)</sup>	D	\$50.08	131	D	
Common Stock	02/09/2006		S		129 <sup>(1)</sup>	D	\$50.1	2	D	
Common Stock	02/09/2006		S		2 <sup>(1)</sup>	D	\$50.12	0	D	
Common Stock								311	I	401(k) Plan

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$20.1	02/09/2006		M			2,666	(2)	09/26/2013	Common Stock	2,666	\$0	2,667	D	

**Explanation of Responses:**

- 1. Shares sold pursuant to 10b5-1 Plan.
- 2. 33-1/3% of options become exercisable on 9/26/04 and an additional 33-1/3% on each of 9/26/05 and 9/26/06.

By: MariLyn R. Blair, as attorney-in-fact For: Russell N. Fairbanks, Jr. 02/09/2006

\*\* 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.