

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

December 4, 2007

Date of Report (Date of Earliest Event Reported)

ITRON, INC.

(Exact Name of Registrant as Specified in its Charter)

Washington

000-22418

91-1011792

(State or Other Jurisdiction
of Incorporation)

(Commission
File No.)

(IRS Employer
Identification No.)

2111 N. Molter Road, Liberty Lake, WA 99019

(Address of Principal Executive Offices, Zip Code)

(509) 924-9900

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

We have amended our company bylaws to include majority voting procedures for the election of directors, included as amended section 3.3.2 of our bylaws, and the approval of shares without certificates, included as a new section 6.7 of our bylaws.

Section 3.3.2 - Election of Directors

Except as provided in Section 3.15, a nominee for director shall be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election. The following shall not be votes cast: (a) a share whose ballot is marked as withheld; (b) a share otherwise present at the meeting but for which there is an abstention; and (c) a share otherwise present at the meeting as to which a shareholder gives no authority or direction. Notwithstanding the foregoing, the directors shall be elected by a plurality of the votes cast (a "contested election") at any meeting of shareholders for which (i) the Secretary of the Corporation receives a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for shareholder nominees for director set forth in

Section 3.3.1 and (ii) such nomination has not been withdrawn by such shareholder on or prior to the time fixed in Section 3.3.1 for submitting nominations. A nominee for director in an election other than a contested election who does not receive the requisite votes for election, but who was a director at the time of the election, shall continue to serve as a director for a term that shall terminate on the date that is the earlier of: (i) ninety (90) days from the date on which the voting results of the election are certified, (ii) the date on which an individual is selected by the Board of Directors to fill the office held by such director (which selection shall be deemed to constitute the filling of a vacancy by the Board of Directors, or (iii) the date the director resigns.

Section 6.7 - Shares Without Certificates

Notwithstanding any other provisions herein, the Board may authorize the issuance of some or all of the shares of any or all of the corporation's classes or series without certificates. The authorization does not affect shares already represented by certificates until they are surrendered to the corporation. Within a reasonable time after the issuance or transfer of shares without certificates, the corporation shall send the shareholder a record containing the information required on certificates by applicable Washington law.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 6, 2007

ITRON, INC.

By: Steven M. Helmbrecht

Steven M. Helmbrecht
Sr. Vice President and Chief Financial
Officer

Itron Enhances Corporate Governance: Amends Bylaws to Adopt Majority Voting

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--Dec. 6, 2007--Itron, Inc. (NASDAQ:ITRI), today announced that its Board of Directors has amended the company's bylaws to include majority voting procedures for the election of directors.

Itron enhanced the bylaws to include majority voting to allow shareholders to play a more meaningful role in the election of their directors. This change demonstrates Itron's ongoing commitment to strong corporate governance practices.

Effective immediately, director nominees must receive more "for" than "against" votes to be elected in an uncontested election. Additionally, the term of a nominee who does not receive a majority of the votes cast will end on the earliest of either: 1) 90 days after the date election results are certified; 2) the date the director resigns; or 3) the date the Board of Directors fills the position.

Further information about Itron's corporate governance practices can be found within the Investor Relations section of the company's website at www.itron.com.

About Itron Inc.

Itron Inc. is a leading technology provider to the global energy and water industries. Itron Inc. consists of Itron in North America and Actaris outside of North America. Our company is the world's leading provider of metering, data collection and utility software solutions, with nearly 8,000 utilities worldwide relying on our technology to optimize the delivery and use of energy and water. Our products include electricity, gas and water meters; data collection and communication systems, including automated meter reading (AMR) and advanced metering infrastructure (AMI); meter data management and related software applications; project management, installation, and consulting services. To know more, start here: www.itron.com.

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