

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is
intended to satisfy the affirmative
defense conditions of Rule 10b5-1(c).
See Instruction 10.

1. Name and Address of Reporting Person* <u>Hoooper Joan S</u> (Last) (First) (Middle) <u>2111 N. MOLTER ROAD</u> (Street) <u>LIBERTY WA 99019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITRON, INC. [ITRI]</u> Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2026</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>SVP & CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
---	---	---

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	08/20/2026		S		365 ⁽¹⁾	D	\$97.8259	117,113	D	
Common Stock	08/20/2026		M		4,380 ⁽²⁾	A	\$68.45	121,493	D	
Common Stock	08/20/2026		M		1,443 ⁽³⁾	A	\$69.3	122,936	D	
Common Stock	08/20/2026		S		4,041 ⁽⁴⁾	D	\$98.95	118,895	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)	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$69.3	08/20/2026		M		1,443	(3)	02/22/2028	Common Stock	1,443	\$0	8,615	D	
Stock Option (Right to Buy)	\$68.45	08/20/2026		M		4,380	(2)	06/20/2027	Common Stock	4,380	\$0	7,135	D	

Explanation of Responses:

1. Represents shares automatically sold to cover tax withholding obligations associated with the vesting of a restricted stock unit award.
2. This option became fully vested on June 20, 2020.
3. This option became fully vested on February 22, 2021.
4. The Reporting Person sold shares of Common Stock in open market transactions to satisfy payment of the purchase price on the stock option exercises reported in this Form 4.

/s/ Christopher E. Ware, 08/24/2026
attorney-in-fact

** 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.