

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

May 4, 2015

Date of Report (Date of Earliest Event Reported)

ITRON, INC.

(Exact Name of Registrant as Specified in its Charter)

Washington

(State or Other Jurisdiction
of Incorporation)

000-22418

(Commission File No.)

91-1011792

(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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 4, 2015, Itron, Inc. (Itron or the Company) announced that John W. Holleran, the Company's executive vice president (EVP) and chief operating officer (COO), will be departing effective December 31, 2015. The Company will conduct a search for candidates to fill the position. Mr. Holleran will continue to serve as EVP and COO in the interim.

Consistent with Itron's Executive Officer Severance Pay policy, adopted by the Company's board of directors on December 14, 2012, Mr. Holleran will be entitled to receive severance pay equal to one year's base salary.

The press release announcing this matter is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|----------------------------------|
| 99.1 | Press Release dated May 4, 2015. |

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.

ITRON, INC.

Dated: May 4, 2015

By:

/s/ PHILIP C. MEZEY

Philip C. Mezey
President and Chief Executive Officer

FOR IMMEDIATE RELEASE**Itron Announces Chief Operating Officer Transition**

LIBERTY LAKE, Wash. - May 4, 2015 - Itron, Inc. (NASDAQ: ITRI) announced today that John Holleran, the company's executive vice president (EVP) and chief operating officer (COO), will be departing Itron effective the end of 2015. The company is conducting a search for candidates to fill the position. In the interim, Holleran will continue as EVP and COO of the company.

"John has provided solid leadership over the last two and a half years. During his tenure as COO, John was focused on positioning Itron for future growth and improved profitability. He has done a remarkable job developing comprehensive business strategies to grow this business and ensure that it is running as efficiently as possible," said Philip Mezey, Itron's president and chief executive officer. "The board and I would like to thank John for all of his contributions. We wish him the best as he pursues other interests."

"As Itron continues to focus on growth and profitability, we are seeking an EVP and COO that will bring strong leadership experience and have a substantial operational background to propel our company to its next phase of growth," continued Mezey.

Holleran was named executive vice president and chief operating officer of Itron in January 2013. He joined Itron in January 2007 as senior vice president and general counsel. He was also Itron's corporate secretary. In January 2012, his duties shifted to focus primarily on special projects, board matters and corporate governance.

"Itron is great company with an exciting future, and I have enjoyed being a part of Itron's leadership team during some of the most transformational years this company has seen," said Holleran. "I am committed to ensuring the momentum we have built around growth and profitability is sustained and to supporting Philip and the team for Itron's long-term success."

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1.800.635.5461

www.itron.com



About Itron

Itron is a world-leading technology and services company dedicated to the resourceful use of energy and water. We provide comprehensive solutions that measure, manage and analyze energy and water. Our broad product portfolio includes electricity, gas, water and thermal energy measurement devices and control technology; communications systems; software; as well as managed and consulting services. With thousands of employees supporting nearly 8,000 customers in more than 100 countries, Itron applies knowledge and technology to better manage energy and water resources. Together, we can create a more resourceful world. Join us: www.itron.com.

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