

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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).

1. Name and Address of Reporting Person* <u>Hlavinka Sarah E.</u>  (Last) (First) (Middle) 2111 N MOLTER RD  (Street) LIBERTY WA 99019 LAKE  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITRON, INC. [ ITRI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP. Gen. Counsel &amp; Corp. Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/28/2021		M		3,016 <sup>(1)</sup>	A	\$66.3	20,546	D	
Common Stock	05/28/2021		F		2,065 <sup>(1)</sup>	D	\$96.88	18,481	D	
Common Stock	05/28/2021		M		2,850 <sup>(2)</sup>	A	\$66.3	21,331	D	
Common Stock	05/28/2021		S		2,304 <sup>(2)</sup>	D	\$96.16	19,027	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$66.3	05/28/2021	05/28/2021	M			3,016 <sup>(1)</sup>	(3)	09/12/2028	Common Stock	3,016	\$0	1,508	D	
Stock Option (Right to Buy)	\$66.3	05/28/2021	05/28/2021	M			2,850 <sup>(2)</sup>	(3)	09/12/2028	Common Stock	2,850	\$0	1,426	D	

**Explanation of Responses:**

- Represents the exercise of a stock option for a total of 3,016 shares by means of a stock swap pursuant to a Rule 10b5-1 Trading Plan entered into previously. A stock swap is a method of exercising a stock option in which the option holder attests to the ownership of enough shares of stock already owned by the option holder to cover the exercise price of the option being exercised. As a result of this stock swap, the reporting person acquired ownership of an additional 951 shares of common stock. As a result of this transaction, 2,065 shares were withheld to cover the exercise price of the exercised options.
- Represents the exercise of a stock option for a total of 2,850 shares pursuant to a Rule 10b5-1 Trading Plan entered into previously. As a result of this exercise, the reporting person acquired ownership of an additional 546 shares of common stock. As a result of this transaction, 2,304 shares were sold to cover the exercise price and pay withholding taxes to the respective government agencies.
- Grant has a graded vesting schedule and date exercisable will vary for each vesting tranche, as previously reported.

/s/ Sarah E. Hlavinka

06/01/2021

\*\* 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.**