FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APF	PROVAL
OMB Niverbarr	2025.00

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

1. Name and Address of Reporting Person* <u>Hemmingsen Mary C.</u>					2. Issuer Name and Ticker or Trading Symbol ITRON, INC. [ITRI]								Relationship neck all app Direc	licable)	ng Per	rson(s) to Is 10% Ov			
(Last)	(Fir	st) (M	(Middle)				3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024								Office below	er (give title v)		Other (s below)	specify
2111 N. MOLTER ROAD					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) LIBERT LAKE	Y WA	A 9	9019												Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Sta	ate) (Z	Z ip)		Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									nded to					
		Table	I - Nor	n-Deriva	tive S	Secu	rities	Acq	uired,	Disp	osed of	, or l	Bene	eficia	ally Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Exec ay/Year) if any		Deemed cution Date, ny nth/Day/Year)				es Acquired (A Of (D) (Instr. 3,			nd Securit Benefic Owned	ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A)) or)	Price		ted action(s) 3 and 4)			(Instr. 4)
Common Stock 07/0					/2024				A		509(1)	A		\$ <mark>0</mark>	5,445			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	onversion Date Execution Date, if Exercise (Month/Day/Year) if any (Month/Day/Year) (Month/Day/Year)		on Date,	4. Transaction Code (Instr. 8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Instr	rities ired r osed) : 3, 4	6. Date Expirati	on Dat		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		,	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Ownership Form:	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	or Nun of	ount nber res					

Explanation of Responses:

1. Reflects the grant of common stock independent members of Itron's board of directors receive quarterly as part of their annual compensation for board service.

/s/ Christopher E. Ware, attorney-in-fact

07/02/2024

** Signature of Reporting Person

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.