FORM 4

obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5	RSHIP
Section 10. Form 4 or Form 5	

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*  GAYLORD CHARLES H JR					2. Issuer Name and Ticker or Trading Symbol  ITRON INC /WA/ [ ITRI ]												g Person(s) to Issuer 10% Owner		
(Last) (First) (Middle) 2111 N MOLTER ROAD				3. Date of Earliest Transaction (Month/Day/Year) 02/23/2009														Other (specify below)	
Y W	A S	99019				4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
(St	, ,																		
	Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	uired,	Dis	posed o	f, o	r Ben	efici	ally	Owne	ed			
Date				ate Ionth/Day/Year)			if any							4 and Sec Ber Ow		ties cially d Following	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		Transaction(s) (Instr. 3 and 4)				(111311. 4)
Common Stock 02/23					/2009 (		02/23/2009			250(1)		A	\$46.15		.5 2,082		D		
	Та													y Ov	vned				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any				Date, Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio (Month/D	e ar)	Amoun or Numbe			ıt		derivative Securities Beneficially Owned Following Reported	Owners Form: Direct ( or Indir (I) (Insti	hip () ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Find MOLTER ROLL)  (St. Security (Inst. Stock)  2. Conversion or Exercise Price of Derivative	(First) ( MOLTER ROAD  Y WA (State) ( Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  MOLTER ROAD  Y WA 99019  (State) (Zip)  Table I - Note    Security (Instr. 3)  Stock  Table II - I  (Month/Day/Year)  Jan. Deem Execution if any (Month/Day/Pear)  (Month/Day/Year)	(First) (Middle)  MOLTER ROAD  (State) (Zip)  Table I - Non-Derive (Month/It)  Stock  Table II - Derivate (e.g., pto Date (Month/It)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (O2/  MOLTER ROAD  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (State) (Zip)  Table II - Derivative Security (Instr. 3)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls of Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  (Month/Day/Year)  3. Date (02/23/23/23/23/23/23/23/23/23/23/23/23/23	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  (Stock 02/23/2009 02/23/  Table II - Derivative Securities (e.g., puts, calls, warr  2. Tansaction Date (Month/Day/Year)  Stock 3. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  3. Date of Earlies 02/23/2009  4. If Amendment, 22. Transaction Date (Month/Day/Year)  Stock 02/23/2009 02/23/2009  2. Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  3. Date of Earlies 02/23/2009  4. If Amendment, 24. Deem 25. Transaction Date (if any (Month/Day/Year))  Stock 02/23/2009 02/23/2009  2. Table II - Derivative Securities (e.g., puts, calls, warr)  2. Table II - Derivative Securities (e.g., puts, calls, warr)  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  5. Nu Transaction Date (A. Transactio	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities According (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, and Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  (MoLTER ROAD  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (Security (Instr. 3)  Table II - Derivative Securities Acquired, Month/Day/Year)  (Month/Day/Year)  (Stock 02/23/2009 02/23/2009 P  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (Month/Day/Year)  (Stock 02/23/2009 02/23/2009 P  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  3. Date of Earliest Transaction (Month/D2/23/2009)  4. If Amendment, Date of Original Filed Execution Date, if any (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, compared to the privative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertice of Derivative Security  Security  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Execution Date, fir any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code v Amount  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertice Securities Acquired (A) or Disposed of (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code v Amount  5. Number of Derivative Securities Acquired (Month/Day/Year)  6. Date Exercisable and Experiment (Month/Day/Year)  (Month/Day/Year)  6. Date Exercisable and Experiment (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	TRON INC /WA/ [ITRI]	TRON INC /WA/ [ITRI]	(First) (Middle)  (Middle)	Check X   Chec	TRON INC /WA/ [TRI]  (Check all app X Direct Officing Street (Check all app X Direct O	Check all applicable   X Director Officer (give title below)	TRON INC /WA/   TTRI     Check all applicable)   X Director   10 Officer (give title below)   Diffect	TRON INC /WA/ [TRI]  (First) (Middle)  (First) (Middle)  (First) (Middle)  (First) (Middle)  (First) (Middle)  (First) (Middle)  (Gheck all applicable) X Director 10% Officer (give title below)  (Gheck (give title below)  (Gheck (give title below)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (A) Form filed by More than One Reporting Person  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (M

## **Explanation of Responses:**

1. Shares purchased pursuant to 10b5-1 Plan.

MariLyn R. Blair, attorney-infact for Mr. Gaylord

02/23/2009

\*\* 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.