

MEZEY PHILIP
Form 4
May 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEZEY PHILIP

2. Issuer Name and Ticker or Trading Symbol
ITRON INC /WA/ [ITRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

2111 N MOLTER ROAD

05/01/2018

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LIBERTY LAKE, WA 99019

(City) (State) (Zip)

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	05/01/2018		M		16,694 (1) A \$ 35.05	93,341	D
Common Stock	05/01/2018		S		709 (2) D \$ 65	92,632	D
Common Stock	05/01/2018		S		100 (2) D \$ 65.025	92,532	D
Common Stock	05/01/2018		S		1,686 (2) D \$ 65.05	90,846	D
Common Stock	05/01/2018		S		1,400 (2) D \$ 65.075	89,446	D

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Common Stock	05/01/2018	S	<u>4,018</u> (2)	D	\$ 65.1	85,428	D
Common Stock	05/01/2018	S	<u>1,700</u> (2)	D	\$ 65.125	83,728	D
Common Stock	05/01/2018	S	<u>1,495</u> (2)	D	\$ 65.15	82,233	D
Common Stock	05/01/2018	S	<u>330</u> (2)	D	\$ 65.175	81,903	D
Common Stock	05/01/2018	S	<u>2,005</u> (2)	D	\$ 65.2	79,898	D
Common Stock	05/01/2018	S	<u>300</u> (2)	D	\$ 65.225	79,598	D
Common Stock	05/01/2018	S	<u>725</u> (2)	D	\$ 65.25	78,873	D
Common Stock	05/01/2018	S	<u>500</u> (2)	D	\$ 65.325	78,373	D
Common Stock	05/01/2018	S	<u>331</u> (2)	D	\$ 65.35	78,042	D
Common Stock	05/01/2018	S	<u>800</u> (2)	D	\$ 65.375	77,242	D
Common Stock	05/01/2018	S	<u>295</u> (2)	D	\$ 65.4	76,947	D
Common Stock	05/01/2018	S	<u>300</u> (2)	D	\$ 65.425	76,647	D

Common Stock						53,354	I
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Held in trust with reporting person and spouse as co-trustees

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1)
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Security			Code	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Stock Option (Right to Buy)	\$ 35.05	05/01/2018	M		16,694 <u>(1)</u>	<u>(3)</u>	02/21/2024	Common Stock	16,694

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEZEY PHILIP 2111 N MOLTER ROAD LIBERTY LAKE, WA 99019	X		President and CEO	

Signatures

/s/ Kramer B. Ortman, attorney-in-fact for Mr.
Mezey 05/03/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents the number of stock options exercised under a Rule 10b5-1 Trading Plan entered into previously.
- (2) Represents number of shares sold under a Rule 10b5-1 Trading Plan entered into previously.
- (3) This award was granted on February 21, 2014 with one-third of the option becoming exercisable on each of February 21, 2015, February 21, 2016, and February 21, 2017.

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