MEZEY PHILIP Form 4 August 24, 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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(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	,		
2111 N MOLTER ROAD	(Month/Day/Year) 08/22/2018	X Director 10% Owner X Officer (give title Other (specify below) President and CEO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LIBERTY LAKE, WA 99019	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, if any Code		4. Securities Acquired (A) ransaction Disposed of (D)			· · ·	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. +)	
Common Stock	08/22/2018		M	16,694 (1)	A	\$ 35.05	93,341	D	
Common Stock	08/22/2018		S	2,168 (2)	D	\$ 65	91,173	D	
Common Stock	08/22/2018		S	10,659 (2)	D	\$ 65.01	80,514	D	
Common Stock	08/22/2018		S	2,000 (2)	D	\$ 65.093	78,514	D	
Common Stock	08/22/2018		S	1,867 (2)	D	\$ 65.217	76,647	D	

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Common 53,354 Stock

Held in trust with reporting person and spouse as co-trustees

Ι

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

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SEC 1474 (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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 35.05	08/22/2018		M	16,694 (1)	(3)	02/21/2024	Common Stock	16,694

Reporting Owners

Reporting Owner Name / Address	Relationships							
Toporous o mar round / radaross	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.

08/23/2018 Mezey

> **Signature of Reporting Person Date

2 Reporting Owners

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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 the number of shares sold under a Rule 10b5-1 Trading Plan entering 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.