ITRON INC /WA/ Form 4 August 15, 2005

#### FORM 4

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

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

burden hours per response... 0.5

1(b).

Common

Common

Common

Stock

Stock

Stock

08/15/2005

08/15/2005

08/15/2005

08/15/2005

(Print or Type Responses)

1. Name and Add ELIASSEN JO	ress of Reporting Person S	2. Issuer Name and Ticker or Trading Symbol ITRON INC /WA/ [ITRI]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
2818 N. SULLIVAN ROAD		(Month/Day/Year) 08/15/2005	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SPOKANE, W	/A 99216	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

SI OKANE,				]	Person				
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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)
Common Stock	08/15/2005		M	2,000	A	\$ 19.875	10,975	D	
Common Stock	08/15/2005		M	2,000	A	\$ 16.625	12,975	D	

9,250

4,140

600

400

A

D

D

D

\$50

 $\mathbf{M}$ 

S

S

S

D

D

D

D

\$ 14.85 22,225

\$ 50.01 17,485

\$ 50.02 17,085

18,085

Common Stock						
Common Stock	08/15/2005	S	1,010	D	\$ 50.04 16,075	D
Common Stock	08/15/2005	S	300	D	\$ 50.06 15,775	D
Common Stock	08/15/2005	S	100	D	\$ 50.08 15,675	D
Common Stock	08/15/2005	S	200	D	\$ 50.49 15,475	D
Common Stock	08/15/2005	S	1,050	D	\$ 50.494 14,425	D
Common Stock	08/15/2005	S	1,600	D	\$ 50.521 12,825	D
Common Stock	08/15/2005	S	300	D	\$ 50.54 12,525	D
Common Stock	08/15/2005	S	100	D	\$ 50.55 12,425	D
Common Stock	08/15/2005	S	3,250	D	\$ 51.68 9,175	D
Common Stock	08/15/2005	S	200	D	\$ 50.03 8,975	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	<ol><li>Number</li></ol>	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	<b>Expiration Dat</b>	e	Underlying S	Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration	Title	or Number
						Exercisable	Date	Title	of
				Code V	(A) (D)				Shares
				Code v	(A) (D)				Shares
	\$ 14.85	08/15/2005		M	9,250	07/26/2002	07/26/2012		9,250

(e.g., puts, calls, warrants, options, convertible securities)

SEC 1474

(9-02)

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Stock Option (right to buy)							Common Stock	
Stock Option (right to buy)	\$ 16.625	08/15/2005	M	2,000	05/06/1998	05/06/2008	Common Stock	2,000
Stock Option (right to buy)	\$ 19.875	08/15/2005	M	2,000	04/29/1997	04/29/2007	Common Stock	2,000

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
ELIASSEN JON E							
2818 N. SULLIVAN ROAD	X						
SPOKANE, WA 99216							

## **Signatures**

By: MariLyn R. Blair, as attorney-in-fact For: Jon E.
Eliassen

08/15/2005

\*\*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).

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.

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