

ITRON INC /WA/
Reported by
ZIEGLER LYNDA L.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 01/02/18

Address 2111 N MOLTER ROAD
LIBERTY LAKE, WA, 99019
Telephone 5099249900
CIK 0000780571
Symbol ITRI
SIC Code 3825 - Instruments for Measuring and Testing of Electricity and Electrical Signals
Industry Electrical Components & Equipment
Sector Industrials
Fiscal Year 12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Ziegler Lynda L. (Last) (First) (Middle)		ITRON INC /WA/ [ITRI]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Chair of the Board <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
2111 NORTH MOLTER ROAD (Street)		3. Date of Earliest Transaction (MM/DD/YYYY)			
LIBERTY LAKE, WA 99019 (City) (State) (Zip)		1/2/2018		6. Individual or Joint/Group Filing (Check Applicable Line)	
		4. If Amendment, Date Original Filed (MM/DD/YYYY)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/2/2018		A		468	(1)	A	\$0	12882	D

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Reflects the grant of common stock equal to approximately \$32,500 that the Chair of Itron's board of directors receives quarterly as part of her annual compensation for board service.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ziegler Lynda L. 2111 NORTH MOLTER ROAD LIBERTY LAKE, WA 99019	X		Chair of the Board	

Signatures

/s/ Kramer B. Ortman, attorney-in-fact for Ms. Ziegler

1/4/2018

**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 control number.