

ITRON INC /WA/
Form 4
June 13, 2007

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, 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 *
UNSWORTH MALCOLM

(Last) (First) (Middle)
2111 N MOLTER ROAD

(Street)

LIBERTY LAKE, WA 99019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP, Hardware Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 or Price		
Common Stock	06/12/2007		M		10,000 A \$ 37.4	D	
Common Stock	06/12/2007		S		400 ⁽¹⁾ D \$ 74	D	
Common Stock	06/12/2007		S		400 ⁽¹⁾ D \$ 74.01	D	
Common Stock	06/12/2007		S		300 ⁽¹⁾ D \$ 74.02	D	
Common Stock	06/12/2007		S		200 ⁽¹⁾ D \$ 74.04	D	

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Common Stock	06/12/2007	S	400 ⁽¹⁾	D	\$ 74.06	18,184	D
Common Stock	06/12/2007	S	800 ⁽¹⁾	D	\$ 74.07	17,384	D
Common Stock	06/12/2007	S	500 ⁽¹⁾	D	\$ 74.08	16,884	D
Common Stock	06/12/2007	S	488 ⁽¹⁾	D	\$ 74.12	16,396	D
Common Stock	06/12/2007	S	500 ⁽¹⁾	D	\$ 74.14	15,896	D
Common Stock	06/12/2007	S	1,300 ⁽¹⁾	D	\$ 74.15	14,596	D
Common Stock	06/12/2007	S	400 ⁽¹⁾	D	\$ 74.16	14,196	D
Common Stock	06/12/2007	S	900 ⁽¹⁾	D	\$ 74.17	13,296	D
Common Stock	06/12/2007	S	312 ⁽¹⁾	D	\$ 74.18	12,984	D
Common Stock	06/12/2007	S	1,000 ⁽¹⁾	D	\$ 74.19	11,984	D
Common Stock	06/12/2007	S	400 ⁽¹⁾	D	\$ 74.21	11,584	D
Common Stock	06/12/2007	S	240 ⁽¹⁾	D	\$ 74.22	11,344	D
Common Stock	06/12/2007	S	370 ⁽¹⁾	D	\$ 74.32	10,974	D
Common Stock	06/12/2007	S	390 ⁽¹⁾	D	\$ 74.33	10,584	D
Common Stock	06/12/2007	S	100 ⁽¹⁾	D	\$ 74.52	10,484	D
Common Stock	06/12/2007	S	600 ⁽¹⁾	D	\$ 74.72	9,884	D

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)

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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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 37.4	06/12/2007		M	10,000	<u>(2)</u> 05/03/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNSWORTH MALCOLM 2111 N MOLTER ROAD LIBERTY LAKE, WA 99019			Sr. VP, Hardware Solutions	

Signatures

By: MariLyn R. Blair, as attorney-in-fact For: Malcolm Unsworth 06/13/2007

__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) Shares sold pursuant to 10b5-1 Plan.
- (2) 33-1/3% of options become exercisable on 5/3/2006 and an additional 33-1/3% on each of 5/3/07 and 5/3/08.

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