

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 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

(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)  
08/22/2018

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)

President and CEO

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 (A) or (D) Price   |  |   |
| Common Stock                    | 08/22/2018                           |  | M                              |   | 16,694<br>(1)   | A  | \$ 35.05 93,341 D                                     |
| Common Stock                    | 08/22/2018                           |  | S                              |   | 2,168<br>(2)  | D  | \$ 65 91,173 D  |
| Common Stock                    | 08/22/2018                           |  | S                              |   | 10,659<br>(2)   | D  | \$ 65.01 80,514 D                                     |
| Common Stock                    | 08/22/2018                           |  | S                              |   | 2,000<br>(2)  | D  | \$ 65.093 78,514 D                                    |
| Common Stock                    | 08/22/2018                           |  | S                              |   | 1,867<br>(2)  | D  | \$ 65.217 76,647 D                                    |

|                 |        |   |  |
|-----------------|--------|---|--|
| Common<br>Stock | 53,354 | I | Held in<br>trust with<br>reporting<br>person and<br>spouse as<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |  |
|---|--|---|---|--------------------------------------|--|--|---|--|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 35.05   | 08/22/2018                              |   | M                                    | 16,694<br><u>(1)</u>   | <u>(3)</u> 02/21/2024  | Common<br>Stock   | 16,694                                 |  |

## Reporting Owners

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

## Signatures

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

08/23/2018

\_\_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 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.

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