ITRON INC /WA/ Form 4 September 03, 2008

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

**OMB APPROVAL OMB** 

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* NOSBAUM LEROY D

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

ITRON INC /WA/ [ITRI] 3. Date of Earliest Transaction

(Check all applicable)

2111 N MOLTER ROAD

(Month/Day/Year)

\_X\_ Director 10% Owner Other (specify X\_ Officer (give title below)

09/02/2008

Chairman & CEO, Director

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	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. Securit orDisposed (Instr. 3,	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	09/02/2008		M	20,000	A	\$ 7	85,542	D	
Common Stock	09/02/2008		S	9,494 (1)	D	\$ 102.2296 (2)	76,048	D	
Common Stock	09/02/2008		S	10,506 (1)	D	\$ 103.3965 (2)	65,542	D	
Common Stock							1,658	I	401(k) Plan

#### Edgar Filing: ITRON INC /WA/ - Form 4

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

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.

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)	ransactiorDerivative Expiration Date ode Securities (Month/Day/Year)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 7	09/02/2008		M	20,000	(3)	02/12/2011	Common Stock	20,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other				
NOSBAUM LEROY D 2111 N MOLTER ROAD LIBERTY LAKE, WA 99019	X		Chairman & CEO, Director					

## **Signatures**

By: MariLyn R. Blair, as attorney-in-fact For: LeRoy D.
Nosbaum
09/03/2008

\*\*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) Upon request, the Reporting Person will provide to the SEC, the issuer, or a shareholder of the issuer, the specific price for each separate share transaction reported on this Form 4.
- (3) 25% of options become exercisable on 02/12/02 and an additional 25% on each of 02/12/03, 02/12/04, and 02/12/05.

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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