

ITRON INC /WA/
Form 4
November 13, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Serff Jared P

(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)

11/12/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Competitive Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	11/12/2013		M	5,000	A \$ 22.74	30,180.0757	D
Common Stock	11/12/2013		S	100	D \$ 43.23	30,080.0757	D
Common Stock	11/12/2013		S	300	D \$ 43.24	29,780.0757	D
Common Stock	11/12/2013		S	200	D \$ 43.25	29,580.0757	D
Common Stock	11/12/2013		S	200	D \$ 43.26	29,380.0757	D

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Common Stock	11/12/2013	S	100	D	\$ 43.27	29,280.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.28	29,080.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.295	28,880.0757	D
Common Stock	11/12/2013	S	300	D	\$ 43.3	28,580.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.305	28,380.0757	D
Common Stock	11/12/2013	S	400	D	\$ 43.31	27,980.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.3225	27,780.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.33	27,680.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.3375	27,580.0757	D
Common Stock	11/12/2013	S	400	D	\$ 43.34	27,180.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.35	26,980.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.36	26,780.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.362	26,680.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.365	26,580.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.369	26,480.0757	D
Common Stock	11/12/2013	S	300	D	\$ 43.37	26,180.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.375	26,080.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.3775	25,980.0757	D
Common Stock	11/12/2013	S	100	D	\$ 43.38	25,880.0757	D
Common Stock	11/12/2013	S	200	D	\$ 43.39	25,680.0757	D
	11/12/2013	S	100	D	\$ 43.4	25,580.0757	D

Common
Stock

Common Stock	11/12/2013	S	100	D	\$ 43.517	25,480.0757	D
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Common Stock	11/12/2013	S	100	D	\$ 43.57	25,380.0757	D
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Common Stock	11/12/2013	S	200	D	\$ 43.58	25,180.0757	D
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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 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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 22.74	11/12/2013		M	5,000	<u>(1)</u>	07/01/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Serff Jared P 2111 N MOLTER ROAD LIBERTY LAKE, WA 99019	VP, Competitive Resources

Signatures

Carol C. Cameron, attorney-in-fact for Mr.
Serff

11/13/2013

__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) 33-1/3% of options become exercisable on 7/1/05 and an additional 33-1/3% on each of 7/1/06 and 7/1/07.

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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