

HELMBRECHT STEVEN M  
Form 4  
February 23, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
**HELMBRECHT STEVEN M**

(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)  
**02/22/2010**

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 & CFO**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/22/2010		F	670 <sup>(1)</sup>	\$ 66.06	D	

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELMBRECHT STEVEN M 2111 N MOLTER ROAD LIBERTY LAKE, WA 99019			Sr. VP & CFO	

## Signatures

MariLyn R. Blair, attorney-in-fact for Mr. Helmbrecht 02/23/2010

\_\_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 shares sold to cover taxes owed on vested stock award.

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. GN="bottom" WIDTH="1%">

/s/ H. E. Rainbolt

/s/ David E. Rainbolt

H. E. Rainbolt

Chairman of the Board

(Principal Executive Officer)

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David E. Rainbolt

President, Chief Executive Officer and Director

(Principal Executive Officer)

/s/ Dennis L. Brand

/s/ C. L. Craig, Jr.

Dennis L. Brand

Chief Executive Officer, BancFirst and Director

(Principal Executive Officer)

C.L. Craig, Jr.

Director

/s/ William H. Crawford

/s/ James R. Daniel

William H. Crawford

Director

James R. Daniel

Vice Chairman of the Board

(Principal Executive Officer)

/s/ F. Ford Drummond

/s/ K. Gordon Greer

F. Ford Drummond

Director

K. Gordon Greer

Vice Chairman of the Board

Explanation of Responses:

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(Principal Executive Officer)

/s/ Dr. Donald B. Halverstadt

/s/ William O. Johnstone

Dr. Donald B. Halverstadt

Director

William O. Johnstone

Vice Chairman of the Board

(Principal Executive Officer)

/s/ J. Ralph McCalmont

J. Ralph McCalmont

Director

Tom H. McCasland, Jr.

Director

/s/ Ronald J. Norick  
Ronald J. Norick

Director

/s/ David E. Ragland  
David E. Ragland

Director

G. Rainey Williams, Jr.

Director

/s/ Randy P. Foraker  
Randy P. Foraker

Executive Vice President and Chief Risk Officer

(Principal Accounting Officer)

Paul B. Odom, Jr.

Director

/s/ Cynthia S. Ross  
Cynthia S. Ross

Director

/s/ Michael K. Wallace  
Michael K. Wallace

Director

/s/ Joe T. Shockley, Jr.  
Joe T. Shockley, Jr.

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)