

NEILSON ROBERT D

Form 4

August 15, 2005

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEILSON ROBERT D

(Last) (First) (Middle)

2818 N. SULLIVAN ROAD

(Street)

SPOKANE, WA 99216

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ITRON INC /WA/ [ITRI]

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

08/15/2005

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 &amp; COO, Director

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 <sup>(1)</sup>     | 08/15/2005                           |                                                    | S                              |                                                                   | 18,671 | D          | \$ 50.1417                                                                                    | 0                                                        | D                                                     |
| Common Stock                    | 08/15/2005                           |                                                    | M                              |                                                                   | 13,000 | A          | \$ 17.75                                                                                      | 13,000                                                   | D                                                     |
| Common Stock                    | 08/15/2005                           |                                                    | M                              |                                                                   | 20,000 | A          | \$ 17.75                                                                                      | 33,000                                                   | D                                                     |
| Common Stock                    | 08/15/2005                           |                                                    | M                              |                                                                   | 12,000 | A          | \$ 21.0625                                                                                    | 45,000                                                   | D                                                     |
| Common Stock                    | 08/15/2005                           |                                                    | M                              |                                                                   | 3,750  | A          | \$ 15.3438                                                                                    | 48,750                                                   | D                                                     |

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|                             |            |   |        |   |            |        |   |                     |
|-----------------------------|------------|---|--------|---|------------|--------|---|---------------------|
| Common Stock                | 08/15/2005 | M | 25,000 | A | \$ 6.75    | 73,750 | D |                     |
| Common Stock                | 08/15/2005 | M | 2,667  | A | \$ 20.1    | 76,417 | D |                     |
| Common Stock                | 08/15/2005 | M | 3,334  | A | \$ 20.64   | 79,751 | D |                     |
| Common Stock <sup>(1)</sup> | 08/15/2005 | S | 79,751 | D | \$ 50.1417 | 0      | D |                     |
| Common Stock <sup>(1)</sup> | 08/15/2005 | S | 25,100 | D | \$ 50.1417 | 0      | I | Wife <sup>(2)</sup> |
| Common Stock                | 08/15/2005 | M | 2,500  | A | \$ 8.3438  | 2,500  | I | Wife                |
| Common Stock                | 08/15/2005 | M | 10,000 | A | \$ 6.75    | 12,500 | I | Wife                |
| Common Stock                | 08/15/2005 | M | 15,000 | A | \$ 7       | 27,500 | I | Wife                |
| Common Stock <sup>(1)</sup> | 08/15/2005 | S | 27,500 | D | \$ 50.1417 | 0      | I | Wife <sup>(2)</sup> |
| Common Stock                | 08/15/2005 | M | 7,500  | A | \$ 14.85   | 7,500  | I | by Spouse           |
| Common Stock                | 08/15/2005 | M | 2,667  | A | \$ 20.1    | 10,167 | I | by Spouse           |
| Common Stock                | 08/15/2005 | M | 3,334  | A | \$ 20.64   | 13,501 | I | by Spouse           |
| Common Stock                | 08/15/2005 | S | 13,501 | D | \$ 50.1417 | 0      | I | by Spouse           |
| Common Stock                |            |   |        |   |            | 3,411  | I | 401(k) Plan         |
| Common Stock                |            |   |        |   |            | 38     | I | ESOP                |
| Common Stock                |            |   |        |   |            | 1,675  | I | Spouse, 401(k) Plan |

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<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)                | \$ 6.75                                                            | 08/15/2005                              |                                                             | M                                    | 25,000                                                                                                       | <u>(3)</u>                                                     | 03/07/2010         | Common<br>Stock                                                     | 25,000                                 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.3438                                                         | 08/15/2005                              |                                                             | M                                    | 3,750                                                                                                        | <u>(4)</u>                                                     | 05/05/2008         | Common<br>Stock                                                     | 3,750                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 17.75                                                           | 08/15/2005                              |                                                             | M                                    | 20,000                                                                                                       | <u>(5)</u>                                                     | 11/25/1999         | Common<br>Stock                                                     | 20,000                                 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 17.75                                                           | 08/15/2005                              |                                                             | M                                    | 13,000                                                                                                       | <u>(6)</u>                                                     | 11/25/2000         | Common<br>Stock                                                     | 13,000                                 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 20.1                                                            | 08/15/2005                              |                                                             | M                                    | 2,667                                                                                                        | <u>(7)</u>                                                     | 09/26/2013         | Common<br>Stock                                                     | 2,667                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 20.64                                                           | 08/15/2005                              |                                                             | M                                    | 3,334                                                                                                        | <u>(8)</u>                                                     | 05/28/2014         | Common<br>Stock                                                     | 3,334                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 21.0625                                                         | 08/15/2005                              |                                                             | M                                    | 12,000                                                                                                       | <u>(9)</u>                                                     | 04/29/2007         | Common<br>Stock                                                     | 12,000                                 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.75                                                            | 08/15/2005                              |                                                             | M                                    | 10,000                                                                                                       | <u>(3)</u>                                                     | 03/07/2020         | Common<br>Stock                                                     | 10,000                                 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 7                                                               | 08/15/2005                              |                                                             | M                                    | 15,000                                                                                                       | <u>(10)</u>                                                    | 02/12/2001         | Common<br>Stock                                                     | 15,000                                 |

|                                      |           |            |   |       |             |            |                 |       |
|--------------------------------------|-----------|------------|---|-------|-------------|------------|-----------------|-------|
| Stock<br>Option<br>(right to<br>buy) | \$ 8.3438 | 08/15/2005 | M | 2,500 | <u>(11)</u> | 05/04/2009 | Common<br>Stock | 2,500 |
| Stock<br>Option<br>(right to<br>buy) | \$ 14.85  | 08/15/2005 | M | 7,500 | <u>(12)</u> | 07/26/2012 | Common<br>Stock | 7,500 |
| Stock<br>Option<br>(right to<br>buy) | \$ 20.1   | 08/15/2005 | M | 2,667 | <u>(7)</u>  | 09/26/2013 | Common<br>Stock | 2,667 |
| Stock<br>Option<br>(right to<br>buy) | \$ 20.64  | 08/15/2005 | M | 3,334 | <u>(8)</u>  | 05/28/2014 | Common<br>Stock | 3,334 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                           |       |
|----------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                   | Other |
| NEILSON ROBERT D<br>2818 N. SULLIVAN ROAD<br>SPOKANE, WA 99216 | X             |           | President & COO, Director |       |

## Signatures

By: MariLyn R. Blair, as attorney-in-fact For: Robert D. Neilson 08/15/2005

\_\_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) Granted under Itron, Inc. 1989 Restated Stock Option Plan which is Rule 16b-3 plan.
  - (2) These shares are held by Mr. Neilson's wife who is an employee of the Company.
  - (3) 25% of options become exercisable on 3/7/01 and an additional 25% on each of 3/7/02, 3/7/03 and 3/7/04.
  - (4) 25% of options become exercisable on 5/5/99 and an additional 25% on each of 5/5/00, 5/5/01, and 5/5/02.
  - (5) 33-1/3% of options become exercisable on 11/25/97 and an additional 33-1/3% on each of 11/25/98 and 11/25/99.
  - (6) 25% of options become exercisable on 11/25/97 and an additional 25% on each of 11/25/98, 11/25/99 and 11/25/00.
  - (7) 33-1/3% of options become exercisable on 9/26/04 and an additional 33-1/3% on each of 9/26/05 and 9/26/06.
  - (8) 33-1/3% of options become exercisable on 5/28/2005 and an additional 33-1/3% on each of 5/28/06 and 5/28/07.
  - (9) 25% of options become exercisable on 4/29/98 and an additional 25% on each of 4/29/99, 4/29/00 and 4/29/01.
  - (10) 25% of options bcome exercisable on 02/12/02 and an additional 25% on each of 02/12/03, 02/12/04, and 02/12/05.

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(11) 25% of options become exercisable on 5/04/00 and an additional 25% on each of 5/04/01, 5/04/02, and 5/04/03.

(12) 33-1/3% of options become exercisable on 7/26/03 and an additional 33-1/3% on each of 7/26/04 and 7/26/05.

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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