

ITRON INC /WA/  
Form 4  
February 23, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**UNSWORTH MALCOLM**

(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)  
**02/23/2007**

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, Hardware Solutions**

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 or Price (A) or (D)		
Common Stock	02/23/2007		M		11,029 A \$ 22.74	18,586	D
Common Stock	02/23/2007		S		130 (1) D \$ 62.96	18,456	D
Common Stock	02/23/2007		S		518 (1) D \$ 62.97	17,938	D
Common Stock	02/23/2007		S		226 (1) D \$ 62.98	17,712	D
Common Stock	02/23/2007		S		259 (1) D \$ 62.99	17,453	D

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Common Stock	02/23/2007	S	<u>1,166</u> <sup>(1)</sup>	D	\$ 63	16,287	D
Common Stock	02/23/2007	S	<u>389</u> <sup>(1)</sup>	D	\$ 63.01	15,898	D
Common Stock	02/23/2007	S	<u>259</u> <sup>(1)</sup>	D	\$ 63.02	15,639	D
Common Stock	02/23/2007	S	<u>104</u> <sup>(1)</sup>	D	\$ 63.04	15,535	D
Common Stock	02/23/2007	S	<u>972</u> <sup>(1)</sup>	D	\$ 62.74	14,563	D
Common Stock	02/23/2007	S	<u>1,101</u> <sup>(1)</sup>	D	\$ 62.75	13,462	D
Common Stock	02/23/2007	S	<u>648</u> <sup>(1)</sup>	D	\$ 62.76	12,814	D
Common Stock	02/23/2007	S	<u>194</u> <sup>(1)</sup>	D	\$ 62.77	12,620	D
Common Stock	02/23/2007	S	<u>194</u> <sup>(1)</sup>	D	\$ 62.79	12,426	D
Common Stock	02/23/2007	S	<u>130</u> <sup>(1)</sup>	D	\$ 62.8	12,296	D
Common Stock	02/23/2007	S	<u>474</u> <sup>(1)</sup>	D	\$ 62.81	11,822	D
Common Stock	02/23/2007	S	<u>194</u> <sup>(1)</sup>	D	\$ 62.83	11,628	D
Common Stock	02/23/2007	S	<u>259</u> <sup>(1)</sup>	D	\$ 62.84	11,369	D
Common Stock	02/23/2007	S	<u>100</u> <sup>(1)</sup>	D	\$ 62.85	11,269	D
Common Stock	02/23/2007	S	<u>462</u> <sup>(1)</sup>	D	\$ 62.86	10,807	D
Common Stock	02/23/2007	S	<u>224</u> <sup>(1)</sup>	D	\$ 62.87	10,583	D
Common Stock	02/23/2007	S	<u>499</u> <sup>(1)</sup>	D	\$ 62.88	10,084	D
Common Stock	02/23/2007	S	<u>920</u> <sup>(1)</sup>	D	\$ 62.89	9,164	D
Common Stock	02/23/2007	S	<u>65</u> <sup>(1)</sup>	D	\$ 62.9	9,099	D
Common Stock	02/23/2007	S	<u>376</u> <sup>(1)</sup>	D	\$ 62.91	8,723	D
	02/23/2007	S	<u>259</u> <sup>(1)</sup>	D		8,464	D

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Common Stock					\$ 62.92		
Common Stock	02/23/2007	S	301 <u>(1)</u>	D	\$ 62.93	8,163	D
Common Stock	02/23/2007	S	217 <u>(1)</u>	D	\$ 62.94	7,946	D
Common Stock	02/23/2007	S	389 <u>(1)</u>	D	\$ 62.95	7,557	D

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

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**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. Amount or Number of Shares
Stock Option (right to buy)	\$ 22.74	02/23/2007		M	11,029	<u>(2)</u> 07/01/2014	Common Stock	11,029

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

UNSWORTH MALCOLM  
2111 N MOLTER ROAD  
LIBERTY LAKE, WA 99019

Sr. VP, Hardware Solutions

## Signatures

By: MariLyn R. Blair, as attorney-in-fact For: Malcolm Unsworth

02/23/2007

      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) 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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