

ITRON INC /WA/  
Form 4  
March 29, 2016

**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  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lande Jerome J.

(Last) (First) (Middle)

2111 NORTH MOLTER ROAD

(Street)

LIBERTY LAKE, WA 99223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ITRON INC /WA/ [ITRI]

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

03/28/2016

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)

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 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	03/28/2016		J <sup>(2)</sup>	3,030 A \$ 0	4,848	D	
Common Stock	03/28/2016		J <sup>(3)</sup>	920,309 D \$ 0 0		I	Coppersmith Entities <sup>(1)</sup>

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)**

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

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lande Jerome J. 2111 NORTH MOLTER ROAD LIBERTY LAKE, WA 99223		X		

## Signatures

/s/ Jerome J.  
Lande 03/29/2016

                     \*\*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).
- Prior to the March 28, 2016 transaction, Mr. Lande, as the Managing Member of each of Coppersmith Capital Partners, LLC ("Coppersmith Partners") and Coppersmith Capital Management, LLC ("Coppersmith Capital") may have been deemed the beneficial owner of (a) 160,000 shares beneficially owned by Coppersmith Value Partners II, LP ("Partners LP"), of which Coppersmith Partners is the general partner and Coppersmith Capital is the Investment Manager, and (b) 760,309 shares held in certain managed accounts (together with Coppersmith Partners, Coppersmith Capital, and Partners LP the "Coppersmith Entities") for which Coppersmith Capital is the Investment Manager. Mr. Lande had disclaimed beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (1) Represents shares acquired by Mr. Lande in connection with a pro rata distribution from the Coppersmith Entities to their respective partners and members.
- (2) Represents a pro rata distribution of shares from the Coppersmith Entities to their respective partners and members.
- (3) Represents a pro rata distribution of shares from the Coppersmith Entities to their respective partners and members.

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.