ITRON INC /WA/ Form 4 March 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

ITRON INC /WA/ [ITRI]

(Check all applicable)

2111 NORTH MOLTER ROAD

(Street)

(Middle)

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

_X__ Director 10% Owner _ Other (specify Officer (give title

03/28/2016

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

LIBERTY LAKE, WA 99223

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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(2)	3,030	A	\$0	4,848	D	
Common Stock	03/28/2016		J <u>(3)</u>	920,309	D	\$ 0	0	I	Coppersmith Entities (1)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
								Date	Title Number	Number		
								Date		of		
					Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Jerome J.

Lande

**Signature of Reporting Person

O3/29/2016

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

- (1) 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.
- (2) Represents shares acquired by Mr. Lande in connection with a pro rata distribution 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.

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