

ITRON INC /WA/
Form 4
August 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
ELIASSEN JON E

(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)

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	08/15/2005		M	2,000	A \$ 19.875	10,975	D
Common Stock	08/15/2005		M	2,000	A \$ 16.625	12,975	D
Common Stock	08/15/2005		M	9,250	A \$ 14.85	22,225	D
Common Stock	08/15/2005		S	4,140	D \$ 50	18,085	D
Common Stock	08/15/2005		S	600	D \$ 50.01	17,485	D
	08/15/2005		S	400	D \$ 50.02	17,085	D

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Common Stock							
Common Stock	08/15/2005	S	1,010	D	\$ 50.04	16,075	D
Common Stock	08/15/2005	S	300	D	\$ 50.06	15,775	D
Common Stock	08/15/2005	S	100	D	\$ 50.08	15,675	D
Common Stock	08/15/2005	S	200	D	\$ 50.49	15,475	D
Common Stock	08/15/2005	S	1,050	D	\$ 50.494	14,425	D
Common Stock	08/15/2005	S	1,600	D	\$ 50.521	12,825	D
Common Stock	08/15/2005	S	300	D	\$ 50.54	12,525	D
Common Stock	08/15/2005	S	100	D	\$ 50.55	12,425	D
Common Stock	08/15/2005	S	3,250	D	\$ 51.68	9,175	D
Common Stock	08/15/2005	S	200	D	\$ 50.03	8,975	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
	\$ 14.85	08/15/2005		M	9,250	07/26/2002 07/26/2012		9,250

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 16.625	08/15/2005		M	2,000	05/06/1998	05/06/2008	Common Stock	2,000
Stock Option (right to buy)	\$ 19.875	08/15/2005		M	2,000	04/29/1997	04/29/2007	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELIASSEN JON E 2818 N. SULLIVAN ROAD SPOKANE, WA 99216		X		

Signatures

By: MariLyn R. Blair, as attorney-in-fact For: Jon E. Eliassen 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).

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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