NOSBAUM LEROY D

Form 4

August 25, 2009

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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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NOSBAUM LEROY D			2. Issuer Name and Ticker or Trading Symbol ITRON INC /WA/ [ITRI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
2111 N MOLTER ROAD			(Month/Day/Year) 08/21/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chm. of the Board		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LIBERTY LA	.KE, WA 99	0019	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Code Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 08/21/2009 M 3,507 A \$ 37.4 78,940 D Stock Common 08/21/2009 M 4,420 83,360 D 20.64 Stock Common D 08/21/2009 4,638 \$7 87,998 M A Stock Common 08/21/2009 M 5,333 A \$ 20.1 93,331 D Stock Common 08/21/2009 M 7,862 \$ 6.75 101,193 D A Stock

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Common Stock	08/21/2009	M	16,493	A	\$ 37.4	117,686	D	
Common Stock	08/21/2009	M	48,000	A	\$ 7	165,686	D	
Common Stock	08/21/2009	S	48,000	D	\$ 53.51 (6)	117,686	D	
Common Stock						1,727	I	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)

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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 37.4	08/21/2009		M		3,507	<u>(1)</u>	05/03/2015	Common Stock	3,507
Stock Option (Right to Buy)	\$ 20.64	08/21/2009		M		4,420	(2)	05/28/2014	Common Stock	4,420
Stock Option (Right to Buy)	\$ 7	08/21/2009		M		4,638	<u>(3)</u>	02/12/2011	Common Stock	4,638
Stock Option (Right to Buy)	\$ 20.1	08/21/2009		M		5,333	<u>(4)</u>	09/26/2013	Common Stock	5,333
	\$ 6.75	08/21/2009		M		7,862	(5)	03/07/2010		7,862

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Stock Option (Right to Buy)							Common Stock	
Stock Option (Right to Buy)	\$ 37.4	08/21/2009	M	16,493	<u>(1)</u>	05/03/2015	Common Stock	16,493
Stock Option (Right to Buy)	\$ 7	08/21/2009	M	48,000	(3)	02/12/2011	Common Stock	48,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NOSBAUM LEROY D							
2111 N MOLTER ROAD	X		Executive Chm. of the Board				
LIBERTY LAKE, WA 99019							

Signatures

MariLyn R. Blair, attorney-in-fact for Mr.
Nosbaum
08/25/2009

**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) 33-1/3% of options become exercisable on 5/3/2006 and an additional 33-1/3% on each of 5/3/07 and 5/3/08.
- (2) 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.
- (3) 25% of options become exercisable on 02/12/02 and an additional 25% on each of 02/12/03, 02/12/04, and 02/12/05.
- (4) 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.
- (5) 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.
- (6) Represents average sale price for shares sold at a range between \$53.15 and \$53.86 per share.

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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