

ITRON INC /WA/
Form 3
March 29, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Farrow Robert Henry Alban | | (Month/Day/Year) | ITRON INC /WA/ [ITRI] | |
| (Last) | (First) | (Middle) | 03/28/2017 | |
| 2111 NORTH MOLTER ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| LIBERTY LAKE,Â WAÂ 99019 | | ___ Director ___ 10% Owner | | ___X___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | ___X___ Officer ___ Other (specify below) | |
| | | | Interim CFO | |
| | | | ___ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,080 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (Right to Buy) | Â (1) | 05/07/2025 | Common Stock | 2,048 | \$ 35.99 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 02/24/2026 | Common Stock | 2,846 | \$ 40.05 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 02/23/2027 | Common Stock | 1,589 | \$ 65.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Farrow Robert Henry Alban 2111 NORTH MOLTER ROAD LIBERTY LAKE, WA 99019 | Â | Â | Â Interim CFO | Â |

Signatures

/s/ Carol C. Cameron, attorney-in-fact for Mr. Farrow 03/29/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This option vested in one-third annual increments beginning on the first anniversary of the date of grant. Currently, 1,024 shares of the remaining option become exercisable on May 7, 2017, and 1,024 shares become exercisable on May 7, 2018.
- (2) One-third of the option becomes exercisable on each of February 24, 2017, February 24, 2018 and February 24, 2019.
- (3) One-third of the option becomes exercisable on each of February 23, 2018, February 23, 2019, and February 23, 2020.

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.