

NEILSON ROBERT D
Form 4
August 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NEILSON ROBERT 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)
2818 N. SULLIVAN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO, Director

(Street)
SPOKANE, WA 99216

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	08/15/2005		S		18,671	D	\$ 50.1417
Common Stock	08/15/2005		M		13,000	A	\$ 17.75
Common Stock	08/15/2005		M		20,000	A	\$ 17.75
Common Stock	08/15/2005		M		12,000	A	\$ 21.0625
Common Stock	08/15/2005		M		3,750	A	\$ 15.3438
							0
							13,000
							33,000
							45,000
							48,750

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Common Stock	08/15/2005	M	25,000	A	\$ 6.75	73,750	D	
Common Stock	08/15/2005	M	2,667	A	\$ 20.1	76,417	D	
Common Stock	08/15/2005	M	3,334	A	\$ 20.64	79,751	D	
Common Stock <u>(1)</u>	08/15/2005	S	79,751	D	\$ 50.1417	0	D	
Common Stock <u>(1)</u>	08/15/2005	S	25,100	D	\$ 50.1417	0	I	Wife <u>(2)</u>
Common Stock	08/15/2005	M	2,500	A	\$ 8.3438	2,500	I	Wife
Common Stock	08/15/2005	M	10,000	A	\$ 6.75	12,500	I	Wife
Common Stock	08/15/2005	M	15,000	A	\$ 7	27,500	I	Wife
Common Stock <u>(1)</u>	08/15/2005	S	27,500	D	\$ 50.1417	0	I	Wife <u>(2)</u>
Common Stock	08/15/2005	M	7,500	A	\$ 14.85	7,500	I	by Spouse
Common Stock	08/15/2005	M	2,667	A	\$ 20.1	10,167	I	by Spouse
Common Stock	08/15/2005	M	3,334	A	\$ 20.64	13,501	I	by Spouse
Common Stock	08/15/2005	S	13,501	D	\$ 50.1417	0	I	by Spouse
Common Stock						3,411	I	401(k) Plan
Common Stock						38	I	ESOP
Common Stock						1,675	I	Spouse, 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
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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 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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.75	08/15/2005		M		25,000		<u>(3)</u>	03/07/2010	Common Stock	25,000
Stock Option (right to buy)	\$ 15.3438	08/15/2005		M		3,750		<u>(4)</u>	05/05/2008	Common Stock	3,750
Stock Option (right to buy)	\$ 17.75	08/15/2005		M		20,000		<u>(5)</u>	11/25/1999	Common Stock	20,000
Stock Option (right to buy)	\$ 17.75	08/15/2005		M		13,000		<u>(6)</u>	11/25/2000	Common Stock	13,000
Stock Option (right to buy)	\$ 20.1	08/15/2005		M		2,667		<u>(7)</u>	09/26/2013	Common Stock	2,667
Stock Option (right to buy)	\$ 20.64	08/15/2005		M		3,334		<u>(8)</u>	05/28/2014	Common Stock	3,334
Stock Option (right to buy)	\$ 21.0625	08/15/2005		M		12,000		<u>(9)</u>	04/29/2007	Common Stock	12,000
Stock Option (right to buy)	\$ 6.75	08/15/2005		M		10,000		<u>(3)</u>	03/07/2020	Common Stock	10,000
Stock Option (right to buy)	\$ 7	08/15/2005		M		15,000		<u>(10)</u>	02/12/2001	Common Stock	15,000

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Stock Option (right to buy)	\$ 8.3438	08/15/2005	M	2,500	<u>(11)</u>	05/04/2009	Common Stock	2,500
Stock Option (right to buy)	\$ 14.85	08/15/2005	M	7,500	<u>(12)</u>	07/26/2012	Common Stock	7,500
Stock Option (right to buy)	\$ 20.1	08/15/2005	M	2,667	<u>(7)</u>	09/26/2013	Common Stock	2,667
Stock Option (right to buy)	\$ 20.64	08/15/2005	M	3,334	<u>(8)</u>	05/28/2014	Common Stock	3,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEILSON ROBERT D 2818 N. SULLIVAN ROAD SPOKANE, WA 99216	X		President & COO, Director	

Signatures

By: MariLyn R. Blair, as attorney-in-fact For: Robert D. Neilson 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).
- (1) Granted under Itron, Inc. 1989 Restated Stock Option Plan which is Rule 16b-3 plan.
- (2) These shares are held by Mr. Neilson's wife who is an employee of the Company.
- (3) 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.
- (4) 25% of options become exercisable on 5/5/99 and an additional 25% on each of 5/5/00, 5/5/01, and 5/5/02.
- (5) 33-1/3% of options become exercisable on 11/25/97 and an additional 33-1/3% on each of 11/25/98 and 11/25/99.
- (6) 25% of options become exercisable on 11/25/97 and an additional 25% on each of 11/25/98, 11/25/99 and 11/25/00.
- (7) 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.
- (8) 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.
- (9) 25% of options become exercisable on 4/29/98 and an additional 25% on each of 4/29/99, 4/29/00 and 4/29/01.
- (10) 25% of options bcome exercisable on 02/12/02 and an additional 25% on each of 02/12/03, 02/12/04, and 02/12/05.

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(11) 25% of options become exercisable on 5/04/00 and an additional 25% on each of 5/04/01, 5/04/02, and 5/04/03.

(12) 33-1/3% of options become exercisable on 7/26/03 and an additional 33-1/3% on each of 7/26/04 and 7/26/05.

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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