ITRON INC /WA/
Form 4
August 15, 2005

FORM 4

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

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

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).

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(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	

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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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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