

SCOPIA CAPITAL MANAGEMENT LP
 Form 4
 November 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
 SCOPIA CAPITAL
 MANAGEMENT LP

(Last) (First) (Middle)

152 WEST 57TH STREET, 33RD
 FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ITRON INC /WA/ [ITRI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/08/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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	11/08/2018		S		4,153	D	\$ 56.0658
							5,233,110 ⁽⁴⁾
							I
							See Footnotes (1) (2) (3)
Common Stock	11/09/2018		S		29,323	D	\$ 53.9142
							5,203,787 ⁽⁴⁾
							I
							See Footnotes (1) (2) (3)
Common Stock	11/12/2018		S		25,870	D	\$ 53.3676
							5,177,917 ⁽⁴⁾
							I
							See Footnotes (1) (2) (3)
Common Stock	11/13/2018		S		17,348	D	\$ 53.0171
							5,160,569
							I
							See Footnotes

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOPIA CAPITAL MANAGEMENT LP 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X		
Scopia Management, Inc. 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X		
SIROVICH MATTHEW 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X		
MINDICH JEREMY 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X		

Signatures

SCOPIA CAPITAL MANAGEMENT LP, By: Scopia Management, Inc., its general partner,
Name: /s/ Matthew Sirovich, Title: Managing Director

11/13/2018

Signature of Reporting Person

Date

