

ITRON INC /WA/
Form 4
March 29, 2016

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 Land
Land Jerome J.

(Last) (First) (Middle)

2111 NORTH MOLTER ROAD

(Street)

LIBERTY LAKE, WA 99223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
Common Stock	03/28/2016		J ⁽²⁾	3,030 A	\$ 0 4,848	D	
Common Stock	03/28/2016		J ⁽³⁾	920,309 D	\$ 0 0	I	Coppersmith Entities ⁽¹⁾

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lande Jerome J. 2111 NORTH MOLTER ROAD LIBERTY LAKE, WA 99223		X		

Signatures

/s/ Jerome J. Lande 03/29/2016

**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).
- Prior to the March 28, 2016 transaction, Mr. Lande, as the Managing Member of each of Coppersmith Capital Partners, LLC ("Coppersmith Partners") and Coppersmith Capital Management, LLC ("Coppersmith Capital") may have been deemed the beneficial owner of (a) 160,000 shares beneficially owned by Coppersmith Value Partners II, LP ("Partners LP"), of which Coppersmith Partners is
- (1) the general partner and Coppersmith Capital is the Investment Manager, and (b) 760,309 shares held in certain managed accounts (together with Coppersmith Partners, Coppersmith Capital, and Partners LP the "Coppersmith Entities") for which Coppersmith Capital is the Investment Manager. Mr. Lande had disclaimed beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (2) Represents shares acquired by Mr. Lande in connection with a pro rata distribution from the Coppersmith Entities to their respective partners and members.
 - (3) Represents a pro rata distribution of shares from the Coppersmith Entities to their respective partners and members.

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.