

ITRON INC /WA/  
Form 4  
February 11, 2016

**FORM 4**

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

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

## OMB APPROVAL

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

(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)  
**02/09/2016**

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<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                   |
|--------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------|
|                                                  |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                                   |
| Common<br>Stock <sup>(1)</sup><br><sub>(2)</sub> | 02/09/2016                              |                                                             | P                                    |                                                                         | 33,800                                                                                                             | A                                                                       | \$<br>34.3278                                                     | 3,912,652                         |
|                                                  |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | I                                 |
|                                                  |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | See<br>Footnote<br><sub>(3)</sub> |

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: ITRON INC /WA/ - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

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

## Signatures

|                                                                                                           |            |
|-----------------------------------------------------------------------------------------------------------|------------|
| Scopia Capital Management LP; By: Scopia Management, Inc.; By: /s/ Matthew Sirovich,<br>Managing Director | 02/11/2016 |
| __Signature of Reporting Person                                                                           | Date       |
| Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director                                      | 02/11/2016 |
| __Signature of Reporting Person                                                                           | Date       |
| /s/ Matthew Sirovich                                                                                      | 02/11/2016 |
| __Signature of Reporting Person                                                                           | Date       |
| /s/ Jeremy Mindich                                                                                        | 02/11/2016 |
| __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).

This Form 4 is filed jointly by Scopia Capital Management LP ("Scopia Management"), Scopia Management, Inc. ("Scopia Inc."), Matthew Sirovich and Jeremy Mindich. The securities reported in this Form 4 are held in the accounts of several investment funds, including Scopia Long LLC, Scopia Windmill Fund LP, Scopia LB LLC, Scopia International Master Fund LP, Scopia PX LLC, Scopia PX International Master Fund LP, Scopia Partners LLC, Scopia LB International Master Fund LP, Scopia Long International Master Fund LP and Scopia Long QP LLC, and a certain managed account (together, the "Investment Vehicles") for which Scopia Management serves as the investment manager and each of which individually owns less than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock.

(1) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) Securities held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment Vehicles, Scopia Inc. as the general partner of Scopia Management, and Messrs. Sirovich and Mindich, as the Managing Directors of Scopia Inc., may be deemed to beneficially own the securities held by the Investment Vehicles.

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.