ITRON INC /WA/
Form 4
February 24, 2016

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 *
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)
02/22/2016

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 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) (2)	02/22/2016		P		8,687	A	$ 39.8192	4,017,624	I	See Footnote (3)
Common Stock (1) (2)	02/23/2016		P		14,060	A	$ 40.0338	4,031,684	I	See Footnote (3)
Common Stock (1) (2)	02/23/2016		P(4)		267	A	$ 40.0338	4,031,951	I	See Footnote (3)
Common Stock (1)	02/24/2016		P		24,534	A	$ 40.0507	4,056,485	I	See Footnote

(2)								(3)
Common Stock (1) (2)	02/24/2016	P(4)	466	A	$ 40.0507	4,056,951	I	See Footnote (3)
Common Stock (1) (2)	02/24/2016	P	73,602	A	$ 40.1167	4,130,553	I	See Footnote (3)
Common Stock (1) (2)	02/24/2016	P(4)	1,398	A	$ 40.1167	4,131,951	I	See Footnote (3)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 C/O SCOPIA CAPITAL MANAGEMENT LP 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	X
MINDICH JEREMY C/O SCOPIA CAPITAL MANAGEMENT LP 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	X

Signatures

Scopia Capital Management LP; By: Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director	02/24/2016
**Signature of Reporting Person	Date
Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director	02/24/2016
**Signature of Reporting Person	Date
/s/ Matthew Sirovich	02/24/2016
**Signature of Reporting Person	Date
/s/ Jeremy Mindich	02/24/2016
**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).

(1) 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.

(2) 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.

(3) 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.

(4) Represents a purchase of Common Stock by a certain managed account in which the Reporting Persons do not have a pecuniary interest by virtue of Rule 16a-1(a)(2)(ii)(C) of the Securities Exchange Act of 1934, as amended.

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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