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

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCOPIA CAPITAL MANAGEMENT LP

> (Last) (First) (Middle)

152 WEST 57TH STREET, 33RD **FLOOR**

(Street)

2. Issuer Name and Ticker or Trading Symbol

ITRON INC /WA/ [ITRI]

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

02/22/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

NEW YORK, NY 10019

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of		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 (1)	02/22/2016		P	8,687	A	\$ 39.8192	4,017,624	I	See Footnote (3)	
Common Stock (1)	02/23/2016		P	14,060	A	\$ 40.0338	4,031,684	I	See Footnote (3)	
Common Stock (1)	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	

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(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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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. orNumber	6. Date Exerc Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Days Teat)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Securi	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address		Kelationships					
Topotting O mark trainer trainer	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					

Reporting Owners 2

X

X

SIROVICH MATTHEW

C/O SCOPIA CAPITAL MANAGEMENT LP

152 WEST 57TH STREET, 33RD FLOOR

NEW YORK, NY 10019

MINDICH JEREMY

C/O SCOPIA CAPITAL MANAGEMENT LP

152 WEST 57TH STREET, 33RD FLOOR

NEW YORK, NY 10019

Signatures

Scopia Capital Management LP; By: Scopia Management, Inc.; By: /s/ Matthew Sirovich,

Managing Director

**Signature of Reporting Person

Date

Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director

**Signature of Reporting Person Date

02/24/2016

/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).

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

- (1) 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.
- Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest (2) 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.
- Securities held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment (3) 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. 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.

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