

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

OMB APPROVAL	
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FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER
WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print) ITRON, INC.		(b) IRS IDENT. NO. 91-1011792	(c) S.E.C. FILE NO. 000-22418
1 (d) ADDRESS OF ISSUER STREET 2111 N MOLTER ROAD		CITY LIBERTY LAKE	STATE WA
		ZIP CODE 99019	(e) TELEPHONE NO. AREA CODE 509 NUMBER 924-9900
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD SCOPIA CAPITAL MANAGEMENT LP		(b) RELATIONSHIP TO ISSUER AFFILIATE OF DIRECTOR	(c) ADDRESS STREET 152 WEST 57 TH STREET, 33 FL CITY NEW YORK STATE NY ZIP CODE 10019

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3(a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered Or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name Of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Common Stock	Morgan Stanley 1585 Broadway New York, NY 10036		167,159	\$10,067,987	40,332,428	9/8/2020	NASDAQ Global Select Market

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. file number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
 - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - Such person's address, including zip code
- Title of the class of securities to sold
 - Name and address of each broker through whom the securities are intended to be sold
 - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - Number of shares or other units of the class outstanding, or if debt securities the fact amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - Approximate date on which the securities are to be sold
 - Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (02-08)

TABLE I — SECURITIES TO BE SOLD

*Furnish the following information with respect to the acquisition of the securities to be sold
and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired (1)	Date of Payment	Nature of Payment
Common Stock	AUG 2015	OPEN MARKET TRANSACTIONS	OPEN MARKET TRANSACTION	167,159	AUG 2015	CASH

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST THREE MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/8/2020	42,969	\$3,104,613
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/9/2020	30,516	\$2,166,612
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/10/2020	35,696	\$2,457,795
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/15/2020	600	\$40,807
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/16/2020	34,718	\$2,427,285
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/17/2020	31,185	\$2,143,535
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/18/2020	40,675	\$2,783,077
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/19/2020	57,747	\$3,978,947
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	6/23/2020	3,402	\$232,138
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	7/15/2020	25,526	\$1,752,628
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	7/16/2020	3,000	\$204,429
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	7/17/2020	10,068	\$686,055
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	7/20/2020	23,545	\$1,607,775
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	7/21/2020	9,393	\$648,737
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	7/23/2020	3,730	\$261,537
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/3/2020	61,077	\$4,326,450
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/5/2020	1,900	\$133,134
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/6/2020	600	\$40,590
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/10/2020	17,841	\$1,198,014
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/11/2020	43,462	\$2,928,500
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/12/2020	46,369	\$3,133,158
SCOPIA CAPITAL MANAGEMENT LP, 152 West 57 th St, 33 FL, New York, NY, 10019	Common Stock	8/13/2020	6,902	\$462,896

REMARKS:

- (1) The shares of common stock, no par value (the “Common Stock”) are being sold for Scopia International Master Fund LP (10,006 shares of Common Stock sold), Scopia Long QP LLC (10,266 shares of Common Stock sold), Scopia Long International Master Fund LP (1,345 shares of Common Stock sold), Scopia PX LLC (2,509 shares of Common Stock sold), Scopia PX International Master Fund LP (48,311 shares of Common Stock sold), Scopia Windmill Fund LP (83,074 shares of Common Stock sold), and a Separately Managed Account (11,648 shares of Common Stock sold). Scopia Capital Management LP through all of the accounts it manages, beneficially owned 167,159 shares of Common Stock prior to the sales contemplated by this form.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

DATE OF NOTICE

September 4, 2020

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.



Samantha Nasello
CCO/Fund CFO

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

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