

ITRON INC /WA/  
Form 8-K  
May 17, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

May 13, 2005

Date of Report (Date of earliest event reported)

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**ITRON, INC.**

(Exact Name of Registrant as Specified in Charter)

Washington  
(State or Other Jurisdiction  
  
of Incorporation)

0-22418  
(Commission File No.)

91-1011792  
(IRS Employer  
  
Identification No.)

2818 N. Sullivan Road, Spokane, Washington 99216-1897

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(Address of principal executive offices) (Zip Code)

(509) 924-9900

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

The registrant is filing as exhibits hereto certain information and agreements to be incorporated by reference into its registration statement on Form S-3 (File No. 333-123346), filed on March 16, 2005 (the Registration Statement ) and declared effective by the Securities and Exchange Commission on March 29, 2005.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

1.1 Underwriting Agreement among Adam Harkness, Inc., Stephens Inc. and Itron, Inc.

99.1 Information relating to Item 14 Other Expenses of Issuance and Distribution, of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ITRON, INC.**

Dated: May 17, 2005

By:           /s/ Russell N. Fairbanks, Jr.

Name: Russell N. Fairbanks, Jr.

Title: Senior Vice President and General Counsel

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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