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ITRON INC /WA/  
Form 8-K  
June 04, 2004

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

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FORM 8-K

CURRENT REPORT

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

June 3, 2004

-----  
(Date of Report)

ITRON, INC.

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(Exact Name of Registrant as Specified in Charter)

|  |                                |   |
|--|--------------------------------|---|
| Washington   | 000-22418                      | 91-1011792                                    |
| -----<br>(State or Other Jurisdiction<br>of Incorporation) | -----<br>(Commission File No.) | -----<br>(IRS Employer<br>Identification No.) |

2818 N. Sullivan Road, Spokane, WA 99216

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(Address of Principal Executive Offices, including Zip Code)

(509) 924-9900

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(Registrant's Telephone Number, Including Area Code)

None

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(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements and Exhibits. The following item is attached as an exhibit hereto:

(c) Exhibits.

Exhibit No. 99.1 Press Release dated June 3, 2004.

Item 12. Results of Operations and Financial Condition.

On June 3, 2004, Itron, Inc. issued a press release announcing that the Federal Trade Commission (FTC) has terminated the waiting period required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in connection with Itron's purchase of Schlumberger Limited's (Schlumberger) electricity metering products business (SEM). This favorable decision from the FTC means that Itron

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is now able to move ahead with the remaining steps to close the acquisition. The acquisition is expected to close no later than June 30, 2004.

A copy of this press release and accompanying Q&A are attached as Exhibit 99.1.

SIGNATURE

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: June 3, 2004

By: /s/ DAVID G. REMINGTON

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David G. Remington  
Vice President and Chief  
Financial Officer