

ITRON SETS CONVERSION PRICE FOR EXCHANGE OFFER

SPOKANE, WA--March 10, 1999--Itron, Inc. (NASDAQ:ITRI), in connection with its previously announced offer to exchange up to \$15,840,000 principal amount of its 6 3/4% Convertible Subordinated Notes due 2004 ("Exchange Notes"), for up to \$22,000,000 principal amount of its 6 3/4% Convertible Subordinated Notes due 2004 ("Original Notes"), announced today that the conversion price for the offer has been set at \$9.65. The conversion price was calculated based on a 27.5% premium above the average closing price of the stock for March 4, 1999 through March 10, 1999. The exchange offer will expire on March 12, 1999, unless extended, and is being made to all holders of Original Notes.

This announcement constitutes neither an offer to sell nor a solicitation of an offer to buy the Exchange Notes or Original Notes, which are the subject of the exchange offer. Offers are made only through the Offering Circular and accompanying materials, which set forth the terms and conditions of the exchange offer and instructions for tendering Original Notes. For questions with respect to the exchange offer or to receive a copy of the Offering Circular, please call 800-635-5461, ext. 3440.

Itron, Inc., a leading provider to the utility industry of data acquisition and wireless communications solutions for collecting, communicating, and analyzing electric, gas and water usage, serves over 1,500 customers in more than 45 countries around the world. The Company is headquartered in Spokane, Washington, and has engineering, design, and manufacturing facilities in several US locations and subsidiaries in the United Kingdom, France, and Australia. Itron employs approximately 1,200 people worldwide.

When used in this discussion, the words "expects," "anticipates," and similar expressions are intended to identify forward-looking statements that involve risks and uncertainties. Potential risks and uncertainties include the ability to close the debt exchange offer for the terms indicated. Further information on factors which could affect the Company's financial results are described in the Company's latest Annual Report, Form 10-K, Form 10-Q, and 8-K filed with the Securities and Exchange Commission.

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 2  
TO  
SCHEDULE 13E-4

Issuer Tender Offer Statement  
(Pursuant to Section 13(e) (1) of the Securities Exchange Act of 1934)

ITRON, INC.  
(Name of Issuer)

ITRON, INC.  
(Name of Person Filing Statement)

6 3/4% Convertible Subordinated Notes Due 2004,  
CUSIP Nos. 465741-AA-4, U13126-AA-2, 465741-AC-0  
(Title and CUSIP Number of Class of Securities)

DAVID G. REMINGTON  
Vice President and Chief Financial Officer  
Itron, Inc.  
2818 N. Sullivan Road  
Spokane, Washington 99216  
(509) 924-9900

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Person Filing Statement)

Copies to:  
LINDA A. SCHOEMAKER  
Perkins Coie  
1201 Third Avenue, 40th Floor  
Seattle, Washington 98101-3099  
(206) 583-8888

February 11, 1999  
(Date Tender Offer First Published, Sent or Given to Security Holders)

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$22,000,000	\$4,400*

(1) Based on the book value of the notes to be received by Itron, Inc., in accordance with Rule 0-11(b) under the Securities Exchange Act of 1934, as amended.

(2) Calculated based on the transaction valuation multiplied by one-fiftieth of one percent, in accordance with Rule 0-11(b) under the Securities Exchange Act of 1934, as amended.

\* Previously paid.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount previously paid: N/A Filing party: N/A  
Form or registration no.: N/A Date filed: N/A

Item 9. Material to Be Filed as Exhibits

(a) (1) Offering Circular dated February 11, 1999.\* (Exhibit (a) (1))

(a) (2) Form of Letter of Transmittal.\* (Exhibit (a) (2))

(a) (3) Form of Notice of Guaranteed Delivery.\* (Exhibit (a) (3))

(a) (4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 11, 1999.\* (Exhibit (a) (4))

(a) (5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 11, 1999.\* (Exhibit (a) (5))

(a) (6) Press Release, dated February 26, 1999.\*\* (Exhibit (a) (6))

(a) (7) Press Release, dated March 10, 1999.

(b) Not applicable.

(c) Form of Indenture by and between the Company and Chase Manhattan Bank and Trust Company, National Association, as Trustee.\* (Exhibit (c))

(d) Not applicable.

(e) Not applicable.

(f) Not applicable.

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\* Previously filed as the exhibit designated above to the Company's Schedule 13E-4 Issuer Tender Offer Statement dated February 11, 1999, and incorporated into this Amendment No. 2 to Schedule 13E-4 by reference.

\*\* Previously filed as the exhibit designated above to the Company's Amendment No. 1 to Schedule 13E-4 Issuer Tender Offer Statement, dated February 26, 1999, and incorporated into this Amendment No. 2 to Schedule 13E-4 by reference.

SIGNATURE

After due inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ITRON, INC.

By: DAVID G. REMINGTON  
David G. Remington  
Vice President and Chief Financial Officer

Dated: March 11, 1999