





SUMMARY OF CONSOLIDATED FINANCIAL DATA

in thousands, except per share

FISCAL YEAR	2006	2005	2004	2003	2002
OPERATIONS					
Revenues	\$644,042	\$ 552,690	\$ 399,194	\$ 316,965	\$284,842
Operating income	\$ 61,743	\$ 46,238	\$ 3,962	\$ 21,694	\$ 18,142
Net income (loss)	\$ 33,759	\$ 33,061	\$ (5,257)	\$ 10,478	\$ 8,683
Diluted earnings per share	\$ 1.28	\$ 1.33	\$ (0.25)	\$ 0.48	\$ 0.41
Non-GAAP net income	\$ 62,842	\$ 45,556	\$ 20,553	\$ 29,325	\$ 23,993
Non-GAAP diluted earnings per share	\$ 2.39	\$ 1.84	\$ 0.93	\$ 0.89	\$ 1.12
BALANCE SHEET					
Total assets	\$988,522	\$598,884	\$ 557,151	\$303,489	\$ 247,246
Total debt	\$ 469,324	\$ 166,929	\$ 278,235	\$ 52,269	\$ 5,453
Total shareholders' equity	\$390,982	\$ 317,534	\$184,430	\$ 177,244	\$ 161,601

Non-GAAP results exclude the amortization of intangible assets and debt placement fees, restructurings, in-process research and development, and litigation accruals. On a pre-tax basis these amounts totaled \$44,148 in 2006, \$44,124 in 2005, \$43,304 in 2004, \$13,906 in 2003 and \$20,091 in 2002. In 2005, non-GAAP also excludes \$14.1 million in tax benefits. Management believes that non-GAAP results provide useful information related to the ongoing operations of our business and enhance the overall understanding of our current and future performance. A schedule reconciling GAAP to non-GAAP results is available on our website at www.itron.com.

AS WE LOOK BACK UPON A
YEAR OF SIGNIFICANT GROWTH
AND CHANGE FOR ITRON, IT
IS MY PLEASURE TO TELL YOU
ABOUT ONE CHANGE THAT
WILL SHAPE ITRON'S COURSE
FROM HERE FORWARD:
OUR PENDING ACQUISITION
OF ACTARIS...

Actaris is a \$1 billion-a-year manufacturer of electricity, gas, and water meters and is a key player in the global meter market. The company has a leading market presence in Europe, Africa, the Middle East, South America, and many other parts of the world—all markets with enormous growth potential that Itron is interested in developing.

The synergy between Itron and Actaris is enormous. Actaris provides us with electricity, gas, and water meter presence worldwide and an excellent channel for delivering our advanced technology and solutions to a waiting international market. Actaris also provides us with a gas meter business in the United States and the beginnings of a nicely growing U.S. water meter presence.

In any acquisition, timing is important, and it is key in our acquisition of Actaris. The world's electricity, gas, and water industries are poised to move forward with advanced metering, data collection, and analysis. Concerns about the environment, conservation, and the higher costs of natural gas, oil, and water are driving utilities, regulators, and governments to look for ways to reduce consumption, lower peak loads, and more efficiently and effectively manage their assets. Acquiring Actaris positions Itron to take advantage of this sea change. Together, our companies can provide the critical metering, data collection, and data analysis solutions that utilities and their customers demand.

While any strategic acquisition involves some degree of risk, we believe the risks of this particular acquisition are minimal. As longtime observers of our business are aware, the metering industry is rather tight-knit. Many of its key players know one another well and have even been colleagues in the past. Itron's acquisition of Actaris is one such case in point. Actaris and Itron's electricity meter businesses were once part of Schlumberger's worldwide metering business, where I personally worked for 20 years. Malcolm Unsworth, Itron's senior vice president of hardware solutions, worked at Schlumberger for 25 years, running their electricity, water, and gas metering operations before coming to Itron as part of the electricity metering acquisition.

As you can see, Actaris and Itron are not new to each other. We come from the same culture and background. We share some of the same base technology as well as a common vision. With this acquisition, we are, in effect, "putting the band

back together." The managing directors of Actaris' three business segments will continue in their current posts. Actaris Co-chairs Jean-Paul Bize and Clermont Matton will eventually leave the company, but will continue to work with us as consultants for a time. And, our own Malcolm Unsworth, a UK native, will move to Brussels to assume leadership of Actaris.

The total purchase price for Actaris will be approximately \$1.6 billion in cash. We will fund this acquisition with a combination of cash on hand, proceeds from a recently completed equity offering, and senior secured debt facilities. As with our acquisition of Schlumberger Electricity Metering three years ago, we expect to pay down this debt in a timely manner—this time with cash generated by Actaris and Itron operations.

To complement our accelerated presence in the world market, we have added several members to our board of directors who have deep international experience. Our new directors include: Charles Gaylord, a former vice president of Intuit; Kirby Dyess, a former vice president for Intel; and Gary Pruitt, chief executive officer of Univar N.V. Their guidance and expertise have been invaluable during our discussions with Actaris and will be welcome as we embark on this journey.

Other Acquisitions

While certainly the biggest, Actaris was not our only recent acquisition. We also acquired Quantum Consulting, a Berkeley-based firm that substantially broadens the services offered by our Consulting and Analysis Group, particularly in the area of efficiency and demand-response planning. We purchased ELO Tecnologica, a leading distributor (and now manufacturer) of meters and AMR equipment in Brazil and elsewhere in South America. Acquiring the company was consistent with our strategy for building inroads and markets beyond North America. And finally, in November, we completed the acquisition of Flow Metrix, a Massachusetts-based company that develops and manufactures advanced leak detection systems for underground pipelines. By combining Flow Metrix's products with our fixed-network solutions, we now offer an especially compelling range of solutions to water utilities.

Meanwhile, Another Record Year

2006 was another record financial year for Itron. Total revenues increased for the sixth year in a row, from \$553 million last year to \$644 million—growth of more than 16 percent. Gross profit increased 14 percent, from \$234 million in 2005 to \$267 million this year. Non-GAAP earnings per share increased 30 percent, from \$1.84 to \$2.39. All variable rate debt was paid. And in May, Itron stock hit an all-time high of more than \$73 per share.

Sales Continue to Grow

Itron set a new record for automated meter reading (AMR) and module shipments: 8.6 million, a 17 percent increase over the previous record. And we ended 2006 with significant backlog, despite the fact that the \$120 million, 2.7 million-meter order for Progress Energy was shipped—the fastest deployment of any AMR project on such a large scale. All segments of the business continue to thrive, with higher shipments of gas modules, increased software revenue, and several contracts for a new fixed network developed exclusively for water utilities.

Advanced Metering Infrastructure (AMI) and the Changing World

The increased demand for our AMR solutions is a reflection of the "changing world" that we refer to in the theme of this annual report. More than ever, our customers want "smart" solutions that enable them to work more efficiently—both in how they deliver energy and water, and in how they conduct their own operations. We believe the future of the market can be glimpsed in Open Way™, our new AMI solution. (Please see page 12 for more about Open Way.) Two of our customers in North America have begun to install the initial phases of Open Way systems. After assessing the rapid evolution of the AMI market and working closely with our customers to understand their needs, we believe Open Way is the right AMI solution at the right price—and, more important, at the right time. Happily, our customers and their regulators appear to agree.

Working Smarter

The world may be changing, but efficiency never goes out of style. Even in an era of record sales and revenues, we know that improving operational efficiencies is crucial to providing shareholder value. To that end, we implemented a new enterprise resource planning system in 2006—an IT system that will improve the quality and timeliness of information available to our company. In addition to operational efficiencies, the new system has established a solid platform for incorporating the Actaris acquisition in an expedient yet controlled manner.

I'm also pleased to report that in 2006 we relocated Itron's headquarters to a modern, 200,000-square-foot facility in Liberty Lake, Washington, just east of Spokane. The new building enables us to gain further efficiencies by optimizing our physical plant; moreover, it's a beautiful work environment for our talented, dedicated employees. They are one of the most important reasons that Itron is poised to take advantage of the opportunities our changing world provides, and the reason we are able to consistently deliver value to customers and shareholders alike.

In 2006, we built in earnest upon the solid foundation we've laid over the last six years. It was a year that I believe will be a milestone in Itron's history. Better still, as we move into our 30th year as a solutions provider to electricity, gas, and water utilities worldwide, I believe this company's greatest years lie ahead. Thank you for your continued support of our work.



LeRoy D. Nosbaum
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

BY 2025:

GLOBAL ENERGY DEMAND WILL INCREASE BY 54 PERCENT.

THE EARTH'S POPULATION WILL GROW BY NEARLY A THIRD.

THE WORLD WILL NEED TO DEVELOP 22 PERCENT MORE PRIMARY WATER SUPPLY.

The days of delivering electricity, natural gas, and water based on educated guesses are gone. And the era of simple, manual meter reading is drawing to a close. Utilities, governments, and regulatory agencies are aligned in their call for solutions that enable more intelligent use and delivery of our precious resources. Energy and water providers need to know how and where consumers are using their products. They need a clearer picture of how their delivery systems work, so that they can operate more reliably and efficiently. And with increasing acknowledgement of the impact that energy and water use have on our environment, utilities need solutions that will help encourage consumers to conserve.

As this new era takes shape, one company is uniquely positioned to meet the rapidly emerging global demand: Itron.

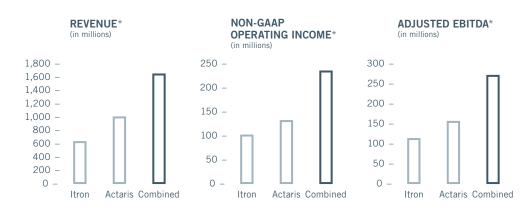


A POWERFUL COMBINATION FOR MEETING GLOBAL DEMAND

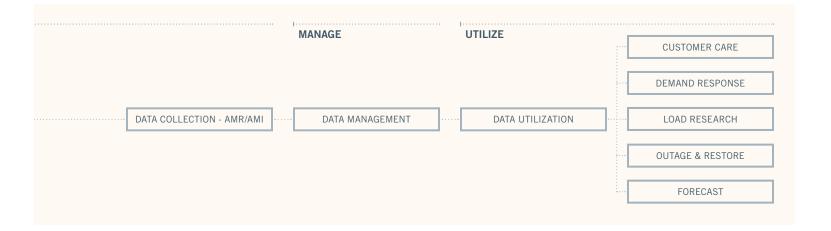
Six years ago, we began laying the foundation for an exceptionally strong, competitive, and global company. Seeing that the greatest value in the utilities market would eventually lie in solutions that turn raw data into actionable knowledge, we focused on building a comprehensive value stream that enables customers around the world to create, collect, manage, and utilize data. Since then, we have developed groundbreaking technology and solutions, made strategic acquisitions, forged essential partnerships, and substantially increased our financial strength. Above all, we have nurtured our longstanding relationships with customers and gained priceless insights into what they value most.

In early 2007, we proudly announced a transaction that brings us a quantum leap nearer to being the company we envisioned six years ago: Our pending acquisition of Actaris.

Actaris is one of the world's largest and best-known manufacturers of electricity, gas, and water meters. With a history stretching to the 1800s and with 2006 annual revenues of about \$1 billion, Actaris has major market shares in Europe, Africa, the Middle East, South America, and elsewhere.



^{*}The 2006 historical Actaris and combined results are preliminary and unaudited. Audited historical financial statements for Actaris and pro forma financial results for the transaction will not be available until up to 75 days after the transaction closes.



Acquiring Actaris will enable us to immediately increase our presence in growing international markets, providing us with an extensive sales and distribution network for our proven platform of technology and solutions. In addition, Actaris has growing shares of the U.S. gas and water meter markets that will enhance our already strong North American presence.

Itron, in turn, brings advanced technology, innovation, and systems expertise to Actaris' markets. As utilities abroad respond to environmental concerns, government regulation, and the limitations of infrastructure, the solutions they want—particularly AMR and AMI systems—are the very solutions with which we have built a leading market share in North America. Our product portfolio complements Actaris' and offers potential for powerful synergy.

Itron and Actaris are not only a natural strategic fit—they are a good cultural match as well. We share a common heritage, as our electricity metering business and Actaris' were both former divisions of Schlumberger. Members of our senior management have worked closely with Actaris' senior management for many years, and our companies share a compatible vision of the future.

With our acquisition of Actaris, more than 8,000 energy and water providers throughout the world will rely on our products and technology. From our research and development to our manufacturing to our market share, our capabilities are now second to none. By combining with Actaris, Itron will become a powerful new company—one with the end-to-end electricity, gas, and water solutions to meet the emerging demands of the global market.

Utilities around the world are discovering what we have long known: Knowledge is indeed power. And now, no company is better positioned to provide that strategic knowledge better than Itron.

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OPPORTUNITY WITHOUT BORDERS

Our pending acquisition of Actaris comes at a key moment. As the utilities industry evolves, worldwide demand for our solid-state meters, AMR systems, AMI solutions, and vital software translates into billions of dollars. Our acquisition of Actaris dramatically extends our reach into international markets, where we can deliver proven products today, and over time, help customers migrate to increasingly advanced solutions. Here are snapshots of the markets we serve and the compelling opportunities they offer.

ELECTRICITY: INCREASINGLY POWERFUL

GLOBAL METER MARKET SHARE ELECTRICITY

Actaris/Itron 16% #1 Worldwide



Number of electricity meters in the world: 1.4 BILLION

Estimated annual value of global demand for electricity meters: \$3.6 BILLION

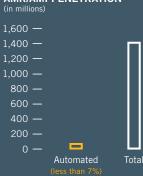
Itron's share of the AMR market for electricity in the United States and Canada: 54%

Growth drivers: ADOPTION OF AMR AND AMI SYSTEMS as utilities address environmental concerns, INCREASE CONSERVATION INITIATIVES, and SHAVE PEAK LOADS to compensate generation and transmission limits





WORLDWIDE ELECTRICITY AMR/AMI PENETRATION





NATURAL GAS: HEATING UP

GLOBAL METER MARKET SHARE GAS

#2 Worldwide



Number of gas meters in the world: 349 MILLION

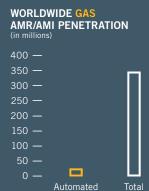
Estimated annual value of global demand for gas meters: \$1.3 BILLION

Itron's share of the AMR market for gas in the United States and Canada: 78%

Growth drivers: VOLUME GROWTH in Asia, GAS NETWORK EXPANSION in Africa and the Middle East, and DEMAND FOR HIGHER-END GAS METERS in the United States and Canada

PROJECTED ANNUAL GLOBAL GAS METER SHIPMENTS (in millions) 35 —





WATER: A RISING TIDE

GLOBAL METER MARKET SHARE

Actaris 11%.



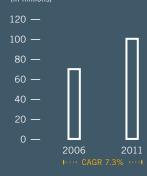
Number of water meters in the world: 692 MILLION

Estimated investment in water delivery systems expected over the next 10 years: \$1 TRILLION

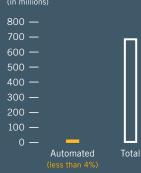
Itron's share of the AMR market for water in the United States and Canada: 28%

Growth drivers: Increased demand for RESIDENTIAL METERS in Asia, individual metering or "SUB-METERING" in Europe, and continuing adoption of AMR SYSTEMS in the United States and Canada

PROJECTED ANNUAL GLOBAL WATER METER SHIPMENTS (in millions)



WORLDWIDE WATER AMR/AMI PENETRATION



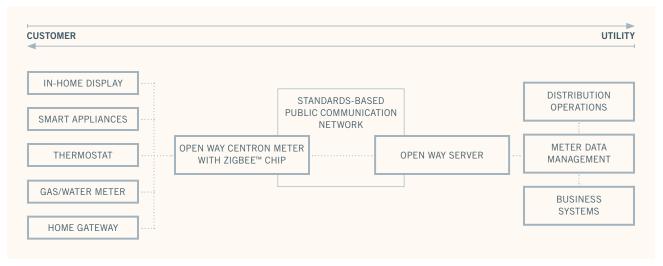
INNOVATION FOR A CHANGING MARKETPLACE

In 2006, we launched pilot installations of a groundbreaking solution for electricity utilities that encapsulates both our industry-leading expertise and our strategy for the evolving market. Open Way is a metering and communications architecture that we believe redefines the AMI concept. Open Way combines an advanced ZigBee™-chip-equipped CENTRON meter—the first truly smart meter for the residential market—with the industry's first open protocol, standards-based communication system.

Open Way will give our customers unprecedented flexibility in establishing full, two-way communication with every electricity meter in their system, whether by radio frequency, broadband-over-powerline, or IP network. Better still, a load limitation capability and remote connect/disconnect built into the meter give utilities the power to achieve load reduction when they need to meet operational and business case goals. In short, Open Way delivers the very capabilities that our customers increasingly want, and brings the industry a considerable stride closer to a strategic "smart grid."

Open Way is an especially compelling solution for markets where environmental concerns, generation and transmission limitations, and deregulation have prompted utilities, governments, and regulators to consider reducing peak loads through incentive-based conservation by customers. Already, that concept is taking hold in California, Texas, Ontario, and parts of Europe.

We designed Open Way in conjunction with a number of our customers to insure it is the system they want. We believe it is the right product at the right time — and at the right price. Open Way is now commercially available.



Open Way Architecture

WE'RE READY TO LEAD THE WAY

Being uniquely positioned to capitalize on emerging opportunities isn't an accident. It is the result of rigorous analysis, careful planning, and a hard-won understanding of the marketplace. As we move forward in this rapidly changing marketplace—as a much larger company with dramatically expanded opportunities—our strategy and guiding principles are more important than ever.

Our strategy provides a clear path for leveraging the foundation we've built, adapting to the changing business environment, and meeting our business objectives. It requires that we:

Capitalize on established relationships with customers throughout the world and assemble solutions that meet their individual needs.

Adapt to a changing market by leading the way and providing solutions that address our customers' environmental concerns, conservation efforts, and operational needs.

Take advantage of global opportunities to deploy our software solutions, especially as customers migrate to more complex AMR and AMI solutions.

Differentiate our products through high-quality, long service lives, and increased functionality.

Further rationalize our product portfolio and operating margins.

Focus on global platforms and open architecture systems as exemplified in our Open Way solution.

Our guiding principles describe how we deliver our unique brand of value. Among them:

Understand our customers and cultivate long-term relationships.

Understand each of our markets worldwide and rely on the expertise of our employees.

Maintain a commitment to innovation and technology leadership.

Foster a passion for excellence throughout our company.

Provide focused growth for shareholders.

Value our employees because they are the foundation of our company and our face to the world.

YEAR ENDED DECEMBER 31,

SUMMARY STATEMENTS OF OPERATIONS

in thousands, except per share

	YE	EAR ENDED DECE	MBER 31,
	2006	2005	2004
Revenues	\$644,042	\$552,690	\$ 399,194
Cost of revenues	376,600	319,069	228,525
Gross profit	267,442	233,621	170,669
Operating expenses	205,699	187,383	166,707
Operating income	61,743	46,238	3,962
Other income (expense)	(9,508)	(18,710)	(13,368)
Income (loss) before income taxes	52,235	27,528	(9,406)
Income tax (provision) benefit	(18,476)	5,533	4,149
Net income (loss)	\$ 33,759	\$ 33,061	\$ (5,257)
Earnings per share			
Basic	\$ 1.33	\$ 1.41	\$ (0.25)
Diluted	\$ 1.28	\$ 1.33	\$ (0.25)
Weighted average number of shares outstanding			
Basic	25,414	23,394	20,922
Diluted	26,283	24,777	20,922
SUMMARY CASH FLOW STATEMENTS			
in thousands			
		EAR ENDED DECE	MBER 31,
	2006	2005	2004
Operating activities Net income (loss)	¢ 22.7E0	\$ 22.061	\$ (5.257)
Depreciation and amortization	\$ 33,759 50,760	\$ 33,061 56,603	\$ (5,257) 40,617
Employee stock plans income tax benefits and excess	3,830	15,146	2,594
Stock-based compensation	9,689	739	421
Deferred income taxes, net	1,624	(22,017)	(6,590)
Acquired in-process research and development	_	_	6,400
Other, net	828	2,278	1,347
Changes in operating accounts	(5,717)	(6,193)	13,523
Net cash provided by operating activities	94,773	79,617	53,055
Investing activities	(0.4.5.61)		
Change in investments, held to maturity	(34,561)	(21.072)	(10.700)
Acquisitions of property, plant and equipment Business acquisitions, net of cash and cash equivalents	(31,739)	(31,973)	(12,788)
acquired	(21,121)	_	(253,050)
Other, net	1,922	1,402	(1,263)
Net cash used in investing activities	(85,499)	(30,571)	(267,101)
Financing activities			
Proceeds from borrowings, net	345,000	14,800	299,081
Payments on debt	(42,703)	(126,196)	(74,234)
Issuance of common stock	15,250	84,727	8,338
Prepaid debt fees and other Net cash provided by (used in) financing activities	946 318,493	(363)	(13,755) 219,430
Increase in cash and cash equivalents	327,767	22,014	5,384
Cash and cash equivalents at beginning of year	33,638	11,624	6,240
Cash and cash equivalents at end of year	\$361,405	\$ 33,638	\$ 11,624

The information in the Summary Statements of Operations, the Summary Balance Sheets and the Summary Cash Flow Statements shown in this Annual Report is a replication of the information in the Consolidated Statements of Operations, Consolidated Balance Sheets and Consolidated Statements of Cash Flows in Itron's 2006 Annual Report on Form 10-K. For complete consolidated financial statements including notes, please refer to pages 45 through 72 of Itron's 2006 Annual Report on Form 10-K. See also management's discussion and analysis of financial condition, and results of operations and other information on pages 23 through 37 of the Annual Report on Form 10-K at www.sec.com.

SUMMARY BALANCE SHEETS

in thousands

III tilousalius	AT DECEMBER 31,	
	2006	2005
ASSETS		
Current assets		
Cash and cash equivalents	\$361,405	\$ 33,638
Short-term investments, held to maturity	34,583	_
Accounts receivable, net	109,924	104,428
Inventories	52,496	49,456
Deferred income taxes, net	20,916	23,194
Other	17,121	10,941
Total current assets	596,445	221,657
Property, plant and equipment, net	88,689	77,623
Intangible assets, net	112,682	123,293
Goodwill	126,266	116,032
Deferred income taxes, net	47,400	48,955
Other	17,040	11,324
Total assets	\$988,522	\$598,884
LIABILITIES AND SHAREHOLDERS' EQUITY Current liabilities	¢ 42.000	¢ 46.015
Accounts payable and accrued expenses	\$ 43,922	\$ 46,215
Wages and benefits payable Current portion of debt	24,214	23,732 4,376
Current portion of debt Current portion of warranty	7,999	8,497
Unearned revenue	27,449	22,758
Total current liabilities	103,584	105,578
	,	
Long-term debt	469,324	160,186
Project financing debt	10.140	2,367
Warranty	10,149	6,779
Contingent purchase price Other obligations	5,879 8,604	6,440
Total liabilities	597,540	281,350
	397,340	201,330
Shareholders' equity Common stock, no par value, 75 million shares authorized,		
25,675,237 and 24,869,201 shares issued and outstanding	351,018	312,046
Accumulated other comprehensive income, net	1,588	871
Retained earnings	38,376	4,617
Total shareholders' equity	390,982	317,534
Total liabilities and shareholders' equity	\$988,522	\$598,884
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DIRECTORS AND OFFICERS

DIRECTORS

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MICHAEL B. BRACY

Former Executive Vice President and Chief Financial Officer, NorAm Energy Corporation (Retired)

TED C. DEMERRITT

Former Chairman and Chief Executive Officer, Olsy North America, Inc. (Retired)

KIRBY A. DYESS

Principal, Austin Capital Management, LLC Former Corporate Vice President, Intel Capital

JON E. ELIASSEN

Managing Director, Terrapin Capital Group, LLP Former Chief Financial Officer, Avista Corp. (Retired)

CHARLES H. GAYLORD, JR.

Former Executive Vice President, Intuit, Inc. (Retired)

THOMAS S. GLANVILLE

Managing Partner, Eschelon Energy Partners, LP

SHARON L. NELSON

Former Chief of the Consumer Protection Division, Washington State Attorney General's Office (Retired)

GARY E. PRUITT

Chief Executive Officer, Univar N.V.

GRAHAM M. WILSON

Chairman, GraWil Consultants Former Executive Vice President and Chief Financial Officer, Westcoast Energy, Inc. (Retired)

EXECUTIVE OFFICERS

LEROY D. NOSBAUM

Chairman and Chief Executive Officer

STEVEN M. HELMBRECHT

Senior Vice President and Chief Financial Officer

JOHN W. HOLLERAN

Senior Vice President, General Counsel and Corporate Secretary

PHILIP C. MEZEY

Senior Vice President and Chief Operating Officer, Itron North America

JARED P. SERFF

Vice President, Competitive Resources

MALCOLM UNSWORTH

Senior Vice President and Chief Operating Officer, Actaris

OTHER CORPORATE OFFICERS

DELORIS R. DUQUETTE

Vice President, Investor Relations and Corporate Communications

CHARLES E. MCATEE, JR.

Vice President, Information Technology

DOUGLAS L. STAKER

Vice President, International

CORPORATE AND SHAREHOLDER INFORMATION

CORPORATE HEADQUARTERS

Itron, Inc. 2111 North Molter Road Liberty Lake, WA 99019

ANNUAL MEETING

Tuesday, May 15, 2007 Itron Corporate Headquarters 2111 North Molter Road Liberty Lake, WA 99019

FORM 10-K

A copy of the company's Form 10-K is available at www.itron.com or at the SEC website.

SHAREHOLDER INQUIRIES

Please contact Investor Relations: (800) 635-5461

COMMON STOCK

Itron Common Stock is traded on The Nasdaq Global Select Market under the symbol ITRI. No cash dividends have been declared on the Company's Common Stock.

INDEPENDENT AUDITORS

Deloitte & Touche, LLP Seattle, Washington

LEGAL COUNSEL

Perkins Coie Seattle, Washington

TRANSFER AGENT

Mellon Investor Services 480 Washington Boulevard Jersey City, NJ 07310

www.melloninvestor.com



