

ITRON INC /WA/  
Form SC 13G  
November 05, 2003

SCHEDULE 13G

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.: )\*

ITRON INC COM

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

465741106

-----  
(CUSIP NUMBER)

October 30, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 465741106 13G

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch & Co., Inc.  
(on behalf of Merrill Lynch Investment Managers (MLIM"))\*\*

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* Joint Filing

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

NONE

6. SHARED VOTING POWER

2,451,800

7. SOLE DISPOSITIVE POWER

NONE

8. SHARED DISPOSITIVE POWER

2,451,800

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,451,800 (ownership disclaimed pursuant to Section 13d-4 of the 1934 Act)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.97%

12. TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTION BEFORE FILING OUT!

\*\*SEE EXHIBIT A

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CUSIP No. 465741106 13G

1. NAME OF REPORTING PERSON

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S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MASTER SMALL CAP VALUE TRUST

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* Joint Filing

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF SHARES BENEFICALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

NONE

6. SHARED VOTING POWER

1,698,400

7. SOLE DISPOSITIVE POWER

NONE

8. SHARED DISPOSITIVE POWER

1,698,400

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,698,400 (ownership disclaimed pursuant to Section 13d-4 of the 1934 Act)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.29%

12. TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTION BEFORE FILING OUT!

\*\*SEE EXHIBIT A

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14. CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

SCHEDULE 13G

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ITEM 1 (a) Name of Issuer:

-----  
ITRON INC COM (the "Company")

ITEM 1 (b) Address of Issuer's Principal Executive Offices:

-----  
2818 North Sullivan Road  
Spokane, WA  
99216-1879

ITEM 2 (a) Name of Persons Filing:

-----  
Merrill Lynch & Co., Inc.  
(On behalf of Merrill Lynch Investment Managers ("MLIM"))  
  
MASTER SMALL CAP VALUE TRUST

ITEM 2 (b) Address of Principal Business Office or, if none, Residence:

-----  
Merrill Lynch & Co., Inc.  
(on behalf of Merrill Lynch Investment Managers ("MLIM"))  
World Financial Center, North Tower  
250 Vesey Street  
New York, NY 10381

MASTER SMALL CAP VALUE TRUST  
800 Scudders Mill Road  
Plainsboro, NJ 08536

ITEM 2 (c) Citizenship:

-----  
See Item 4 of Cover Pages

ITEM 2 (d) Title of Class Securities:

-----  
Common Stock

ITEM 2 (e) CUSIP NUMBER:

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See Cover Page

ITEM 3

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or 13d-2(c), check whether the person filing is a:

- (a)  Broker or Dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a) (6) of the Act,
- (c)  Insurance Company as defined in Section 3(a) (19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1(b) (1) (ii) (E),

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- (f) [ ] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b) (ii) (F),
- (g) [X] Parent Holding Company or Control Person in accordance with Rule 13d-1(b) (ii) (G); see Item 7,
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813),
- (i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) [ ] Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

ITEM 4 Ownership

-----

- (a) Amount Beneficially Owned:

See Item 9 of Cover Pages.

- (b) Percent of Class:

See Item 11 of Cover Pages

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:

See Item 5 of Cover pages

- (ii) shared power to vote or to direct the vote:

See Item 6 of Cover pages

- (iii) sole power to dispose or to direct the disposition of:

See Item 7 of Cover pages

- (iv) shared power to dispose or to direct the disposition of:

See Item 8 of Cover pages

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ITEM 5 Ownership of Five Percent or Less of a Class.

-----

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person.

-----

Merrill Lynch & Co., Inc. ("ML&Co.") is a parent holding company. Merrill Lynch Investment Managers ("MLIM") is an operating division of ML&Co.'s indirectly owned asset management subsidiaries. Certain of these subsidiaries hold certain shares of the security which is the subject of this report. (See Item 7).

ITEM 7 Identification and Classification of the Subsidiary Which

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Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

-----  
Merrill Lynch & Co., Inc. ("ML&Co.") is a parent holding company. Merrill Lynch Investment Managers ("MLIM") is an operating division of ML&Co. consisting of ML&Co.'s indirectly-owned asset management subsidiaries. The following asset management subsidiaries hold certain shares of the common stock, which is the subject of this 13G filing:

FAM D/B/A MERCURY ADVISORS (SUB)  
FUND ASSET MANAGEMENT, L.P.  
MERRILL LYNCH INVESTMENT MANAGERS LIMITED  
MERRILL LYNCH INVESTMENT MANAGERS, CO. LTD  
MERRILL LYNCH INVESTMENT MANAGERS, L.P.  
MERRILL LYNCH INVESTMENT MANAGERS, LLC

ITEM 8 Identification and Classification of Members of the Group.

-----  
Not Applicable

ITEM 9 Notice of Dissolution of Group.

-----  
Not Applicable

ITEM 10 Certification

-----  
By signing below each of the undersigned certifies that, to the best Of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not

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acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

Signature.

-----  
After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 28, 2003

Merrill Lynch & Co, Inc.  
(on behalf of Merrill Lynch Investment Managers ("MLIM"))

/s/ Thomas D. Jones, III

-----  
Name: Thomas D. Jones, III  
Title: Attorney-In-Fact\*

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MASTER SMALL CAP VALUE TRUST

/s/ Thomas D. Jones, III

-----  
Name: Thomas D. Jones, III  
Title: Attorney-In-Fact\*

-----  
\*Signed pursuant to a power of attorney, dated January 25, 1999, included as Exhibit B to Schedule 13G filed with the Securities and Exchange Commission by Merrill Lynch & Co, Inc. (on behalf of Merrill Lynch Asset Management Group ("AMG")) - now known as Merrill Lynch Investment Managers ("MLIM")

\*\*Signed pursuant to a power of attorney, dated January 21, 2000, included as Exhibit B to Schedule 13G filed with the Securities and Exchange Commission by Merrill Lynch & Co, Inc. (on behalf of Merrill Lynch Asset Management Group ("AMG")) - now known as Merrill Lynch Investment Managers ("MLIM")

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EXHIBIT A

Merrill Lynch Investment Managers ("MLIM") of ML&Co. is comprised of the following legal entities: Merrill Lynch Investment Managers, L.P. ("MLIMLP"), doing business as Merrill Lynch Investment Managers; QA Advisers, LLC ("QA") doing business as Merrill Lynch Investment Managers Quantitative Advisers; Fund Asset Management, L.P., doing business as Fund Asset Management ("FAM"); Merrill Lynch Asset Management U.K. Limited ("MLAM UK"); Merrill Lynch (Suisse) Investment Management Limited ("MLS"); Merrill Lynch Investment Managers International Limited ("MLIMI"); Merrill Lynch Investment Managers, Ltd. Merrill Lynch Investment Managers (Asia Pacific Limited); Merrill Lynch Investment Managers Limited (Australia); Merrill Lynch Investment Managers (Isle of Man) Limited; Merrill Lynch Investment Managers Asia Limited; Merrill Lynch Investment Managers Kapitalanlagegesellschaft MBH; Munich London Investment Management, Ltd.; Merrill Lynch Investment Managers Ltda.; Merrill Lynch Investment Managers Japan Limited; Merrill Lynch Investment Managers Canada, Inc.; DSP Merrill Lynch Asset Management (India) Limited; PT Merrill Lynch Indonesia; Merrill Lynch Phatra Securities Co., Ltd.; Merrill Lynch Global Asset Management, Limited; Merrill Lynch Investment Managers Channel Islands Limited; Mercury Asset Management International Channel Islands Limited ("MAMCI"); Grosvenor Venture Managers Limited; and Merrill Lynch Fund Managers Limited. Each of MLIM LP, FAM, MLAM UK, MAMCI, QA, MLS, and MLIMI is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, which acts as investment adviser operating under the laws of a jurisdiction other than the United States. The investment advisers that comprise MLIM exercise voting and investment powers over portfolio securities independently from other direct and indirect subsidiaries of ML&Co.

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

43.8%<sup>(2)</sup>

14

TYPE OF REPORTING PERSON\*

IN Individual

(1)

50,000 of the shares are owned by the Rosen-Quan Family Trust dtd 7/30/99 of which Mr. Quan is a trustee. The remaining 22,440,000 shares are owned by four limited liability companies of which Mr. Quan is the managing member as follows:

•

Software People, LLC, a Wyoming limited liability company 5,120,000 shares;

•

Trans Global Media, LLC, a Wyoming limited liability company 5,120,000 shares;

•

Broadcaster, LLC, a Nevada limited liability company 9,640,000 shares; and

•

AccessMedia Technologies, LLC, a Wyoming limited liability company 2,560,000 shares.

(2)

Based upon 51,342,221 shares of common stock outstanding as of December 21, 2007.



1 NAME OF REPORTING PERSON

S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

Software People, LLC

IRS# 20-2631040

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Wyoming

NUMBER OF 7 SOLE VOTING POWER

SHARES 5,120,000

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 5,120,000  
PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,120,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.97%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON\*

OO Other

(1)

Based upon 51,342,221 shares of common stock outstanding as of December 21, 2007.

1 NAME OF REPORTING PERSON

S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

Trans Global Media, LLC

IRS# 16-1634586

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Wyoming

NUMBER OF 7 SOLE VOTING POWER

SHARES 5,120,000

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 5,120,000  
PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,120,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.97%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON\*

OO Other

(1)

Based upon 51,342,221 shares of common stock outstanding as of December 21, 2007.

CUSIP No. 459862306

13D

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1 NAME OF REPORTING PERSON

S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

Broadcaster, LLC

IRS# 74-3100476

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF	7	SOLE VOTING POWER
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SHARES		9,640,000
--------	--	-----------

BENEFICIALLY	8	SHARED VOTING POWER
--------------	---	---------------------

OWNED BY		-0-
----------	--	-----

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 9,640,000  
PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,640,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.77%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON\*

OO Other

(1)

Based upon 51,342,221 shares of common stock outstanding as of December 21, 2007.

This Amendment No. 3 to Schedule 13D is being filed by Nolan Quan. Mr. Quan filed an original Schedule 13D dated June 1, 2006 (the Original 13D ), Amendment No. 1 dated February 5, 2007 and Amendment No. 2 dated April 2, 2007.

**Item 2.**

**Identity and Background.**

Item 2 is hereby amended by adding the following at the end of the section:

Name: AccessMedia Technologies, LLC

State of Incorporation: Wyoming

Principal Business: Investments

Business Address: 123 West First Street, #675, Casper, WY 82601

(d)

No

(e)

No

(f)

Not Applicable

**Item 4.**

**Purpose of the Transaction.**

Item 4 is hereby amended by deleting the second sentence of its fourth paragraph and replacing it with the following:

Mr. Quan no longer has any understanding with Michael Gardner or his affiliates to act together with respect to any matters affecting or relating to the common stock of Broadcaster, Inc.

**Item 5.**

**Interest in Securities of the Issuer.**

The first three paragraphs of Item 5 are hereby amended by as follows:

Mr. Quan is the beneficial owner of 50,000 shares of Broadcaster Common Stock of the Rosen-Quan Family Trust dtd 9/30/99 (the Rosen-Quan Family Trust ) of which he is a trustee. The AccessMedia Entities are the owners of 22,440,000 shares of Broadcaster Common Stock. Because of Mr. Quan s relationship with the AccessMedia Entities, he is the beneficial owner of the 22,440,000 shares of AccessMedia Common Stock owned by the AccessMedia Entities. Accordingly, Mr. Quan has the sole power to sell 22,440,000 shares of Broadcaster Common Stock.

As discussed in Item 4, the Parent and Company Voting Agreements have terminated and Mr. Quan is no longer deemed by Rule 13d-5(b)(1)of the Act to be the beneficial owner of all shares of Broadcaster Common Stock owned by each party to the Parent and Company Voting Agreements. However, Mr. Quan is deemed by Rule 13d-5(b)(1) of the Act to be the beneficial owner of all shares of Broadcaster Common beneficially owned by the Rosen-Quan Family Trust and the AccessMedia Entities. As a result, he may be deemed to have shared voting power over:

- 

the 50,000 shares of Common Stock owned by the Rosen-Quan Family Trust; and

- 

the 22,440,000 shares of Common Stock owned by the AccessMedia Entities

---



Software People, LLC, Trans Global Media, LLC, AccessMedia Technologies, LLC, Broadcaster, LLC and Rosen-Quan Family Trust dtd 7/30/99, the reporting entities which comprise part of Mr. Quan's group, own the following shares of Broadcaster Common Stock:

<b>Name</b>	<b>Combined Beneficial Ownership</b>	<b>Percentage of Class Beneficially Owned</b>	<b>Sole Voting Power</b>	<b>Sole Power to Sell</b>
Software People, LLC	5,120,000	9.97%	5,120,000	5,120,000
Trans Global Media, LLC	5,120,000	9.97%	5,120,000	5,120,000
AccessMedia Technologies, LLC	2,560,000	4.98%	2,560,000	2,560,000
Broadcaster, LLC	9,640,000	18.77%	9,640,000	9,640,000
Rosen-Quan Family Trust	50,000	*	50,000	50,000

\*

Represents less than 1% of the shares outstanding

**SIGNATURE**

After reasonable 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.

Date: December 26, 2007

By: /s/ NOLAN QUAN  
Nolan Quan

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).