

ITERIS, INC.  
Form 4  
March 06, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**THOMAS TOM**

(Last) (First) (Middle)

1700 CARNEGIE AVE, SUITE 100

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ITERIS, INC. [ITI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/02/2017**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/02/2017		M		5,000 A \$ 2.21	44,000	I Trust
Common Stock	03/02/2017		M		5,000 A \$ 2.1	49,000	I Trust
Common Stock	03/02/2017		M		5,000 A \$ 1.73	54,000	I Trust
Common Stock	03/02/2017		M		5,000 A \$ 1.45	59,000	I Trust
Common Stock	03/02/2017		M		10,000 A \$ 1.18	69,000	I Trust
	03/02/2017		M		10,000 A	79,000	I Trust

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Common Stock						\$ 1.61			
Common Stock	03/02/2017		M	10,000	A	\$ 1.75	89,000	I	Trust
Common Stock	03/02/2017		M	10,000	A	\$ 1.76	99,000	I	Trust
Common Stock	03/02/2017		M	10,000	A	\$ 2.4	109,000	I	Trust
Common Stock							15,000 <sup>(3)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option Right to Buy	\$ 2.21	03/02/2017		M	5,000	<u>(1)</u> 09/20/2017	Common Stock	5,000
Stock Option Right to Buy	\$ 2.1	03/02/2017		M	5,000	<u>(1)</u> 09/18/2018	Common Stock	5,000
Stock Option Right to Buy	\$ 1.73	03/02/2017		M	5,000	<u>(1)</u> 09/17/2019	Common Stock	5,000
Stock Option Right to Buy	\$ 1.45	03/02/2017		M	5,000	<u>(1)</u> 09/16/2020	Common Stock	5,000

Stock Option Right to Buy	\$ 1.18	03/02/2017	M	10,000	<u>(2)</u>	09/15/2021	Common Stock	10,000
Stock Option Right to Buy	\$ 1.61	03/02/2017	M	10,000	<u>(2)</u>	09/13/2022	Common Stock	10,000
Stock Option Right to Buy	\$ 1.75	03/02/2017	M	10,000	<u>(2)</u>	09/22/2023	Common Stock	10,000
Stock Option Right to Buy	\$ 1.76	03/02/2017	M	10,000	<u>(2)</u>	10/16/2024	Common Stock	10,000
Stock Option Right to Buy	\$ 2.4	03/02/2017	M	10,000	<u>(2)</u>	09/23/2025	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS TOM 1700 CARNEGIE AVE, SUITE 100 SANTA ANA, CA 92705	X			

## Signatures

/s/ Andy Schmidt,  
Attorney-in-fact

03/06/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options were immediately exercisable but vested in a series of four (4) successive equal annual installments upon optionee's completion of each year of service over the (4) year period measured from the grant date.
  - (2) Options were immediately exercisable but vested in one (1) year upon optionee's completion of one (1) year of service measured from the grant date.
  - (3) 39,000 shares in direct holding account was moved to indirect Trust account, and 15,000 shares are left in direct account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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