

MILLER LLOYD I III  
Form 4  
October 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MILLER LLOYD I III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
222 LAKEVIEW AVENUE, SUITE 160-365

3. Date of Earliest Transaction (Month/Day/Year)  
10/23/2012

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

(Street)  
WEST PALM BEACH, FL 33401

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

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

(City) (State) (Zip)

**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  | (A) or (D)   | Price                             |  |   |                                |
| Common Stock                    | 10/23/2012                           |  | J <sup>(1)</sup>               |   | 539,295   | A  | \$ 0                              | 539,295 <sup>(2)</sup>                     | I | By Milfam I L.P.               |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 2,697,348 <sup>(2)</sup><br><sup>(3)</sup> | I | By Trust A-4 - Lloyd I. Miller |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 64,380 <sup>(2)</sup> <sup>(3)</sup>       | I | By Milfam NG LLC               |
| Common                          |                                      |  |                                |   |   |  |                                   | 100,000 <sup>(2)</sup>                     | I | By Trust                       |

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|                 |  |  |  |                          |   |  |   |
|-----------------|--|--|--|--------------------------|---|--|---|
| Stock           |  |  |  |                          |   |  | A-2 -<br>Lloyd I.<br>Miller             |
| Common<br>Stock |  |  |  | 1,000 <sup>(2)</sup>     | I |  | By Trust<br>A-3 -<br>Lloyd I.<br>Miller |
| Common<br>Stock |  |  |  | 1,511,377 <sup>(2)</sup> | I |  | By<br>Milfam II<br>L.P.                 |
| Common<br>Stock |  |  |  | 57,720 <sup>(2)</sup>    | I |  | By Trust<br>D - Lloyd<br>I. Miller      |
| Common<br>Stock |  |  |  | 328,314 <sup>(2)</sup>   | I |  | By Trust<br>C - Lloyd<br>I. Miller      |
| Common<br>Stock |  |  |  | 25,443                   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

MILLER LLOYD I III  
222 LAKEVIEW AVENUE  
SUITE 160-365  
WEST PALM BEACH, FL 33401

X

## Signatures

/s/ David J. Hoyt  
Attorney-in-fact

10/24/2012

\_\_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) Liquidating distribution from certain limited liability companies of which the reporting person is a non-managing member.  
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing
- (2) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.
- (3) Due to a clerical error, the reporting person previously reported that 42,583 shares were purchased by Milfam NG LLC when in fact they were purchased by Trust A-4.

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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