

ITERIS, INC.
Form 5
May 13, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SLUTZKY JOEL

(Last) (First) (Middle)

1700 CARNEGIE AVE, SUITE 100

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/13/2008

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 Reporting

(check applicable line)

SANTA ANA, CA 92705

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Amount	Price			
Common Stock	12/07/2007	Â	G	10,000 D	\$ (1) 1,880,142	I	From Trust		
Common Stock	12/31/2007	Â	G	5,000 D	\$ (2) 1,875,142	I	From Trust		
Common Stock	12/31/2007	Â	G	5,000 D	\$ (2) 1,870,142	I	From Trust		
Common Stock	12/31/2007	Â	G	5,000 D	\$ (2) 1,865,142	I	From Trust		
	02/11/2008	Â	G	5,000 D	\$ (2) 1,860,142	I			

Edgar Filing: ITERIS, INC. - Form 5

(1) This was a charity gift

(2) This was a gift

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.