

ITERIS, INC.  
Form 4  
February 21, 2017

**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 \*  
Kreter Todd

(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)  
02/16/2017

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)

Sr. Vice President

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	(A) or (D)	Price
Common Stock	02/16/2017		M		25,000	A	\$ 2.46
Common Stock	02/16/2017		M		25,000	A	\$ 1.41
Common Stock	02/17/2017		S		610	D	\$ 5.28
Common Stock	02/17/2017		S		100	D	\$ 5.3
Common Stock	02/17/2017		S		5,700	D	\$ 5.31

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Common stock	02/17/2017	S	3,400	D	\$ 5.36	72,053	D
Common Stock	02/17/2017	S	5,000	D	\$ 5.33	67,053	D
common stock	02/17/2017	S	200	D	\$ 5.25	66,853	D
Common Stock	02/17/2017	S	3,079	D	\$ 5.32	63,774	D
Common Stock	02/27/2017	S	5,540	D	\$ 5.35	58,234	D
Common Stock	02/17/2017	S	2,240	D	\$ 5.26	55,994	D
Common Stock	02/17/2017	S	3,010	D	\$ 5.27	52,984	D
Common Stock	02/17/2017	S	5,000	D	\$ 5.29	47,984	D
Common Stock	02/21/2017	S	631	D	\$ 5.18	47,353	D
Common Stock	02/21/2017	S	80	D	\$ 5.16	47,273	D
Common Stock	02/21/2017	S	2,290	D	\$ 5.15	44,983	D
Common Stock	02/21/2017	S	700	D	\$ 5.09	44,283	D
Common Stock	02/21/2017	S	500	D	\$ 5.03	43,783	D
Common Stock	02/21/2017	S	171	D	\$ 4.9	43,612	D
Common Stock	02/21/2017	S	229	D	\$ 4.91	43,383	D
Common Stock	02/21/2017	S	100	D	\$ 4.92	43,283	D
Common Stock	02/21/2017	S	200	D	\$ 4.96	43,083	D
Common Stock	02/21/2017	S	100	D	\$ 4.93	42,983	D
Common Stock	02/21/2017	S	100	D	\$ 4.94	42,883	D
Common Stock	02/21/2017	S	400	D	\$ 4.95	42,483	D
	02/21/2017	S	200	D		42,283	D

Common Stock						\$ 4.99		
Common Stock	02/21/2017		S	4,800	D	\$ 5.01	37,483	D
Common Stock	02/21/2017		S	120	D	\$ 5.02	37,363	D
Common Stock	02/21/2017		S	900	D	\$ 5	36,463	D
Common Stock	02/21/2017		S	4,600	D	\$ 5.05	31,863	D

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 2.46	02/16/2017		M	25,000	<u>(1)</u>	02/20/2018 <sup>(1)</sup>	Common Stock	25,000
Stock option (Right to Buy)	\$ 1.41	02/16/2017		M	25,000	<u>(1)</u>	05/26/2019 <sup>(1)</sup>	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kreter Todd 1700 CARNEGIE AVE, SUITE 100			Sr. Vice President	

SANTA ANA, CA 92705

## Signatures

/s/ Todd Kreter

02/21/2017

\_\_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) Option became exercisable in (4) successive equal annual installments upon optionee's completion of each year of service over the four year period measured from the grant date. Option expired ten years from the grant date

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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