

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

☐ 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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Kreter Todd</u>  (Last) (First) (Middle) <u>1700 CARNEGIE AVE, SUITE 100</u>  (Street) <u>SANTA ANA CA 92705</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ITERIS, INC. [ ITI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/16/2017</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2017		M		25,000	A	\$2.46	56,863	D	
Common Stock	02/16/2017		M		25,000	A	\$1.41	81,863	D	
Common Stock	02/17/2017		S		610	D	\$5.28	81,253	D	
Common Stock	02/17/2017		S		100	D	\$5.3	81,153	D	
Common Stock	02/17/2017		S		5,700	D	\$5.31	75,453	D	
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	
Common Stock	02/21/2017		S		200	D	\$4.99	42,283	D	
Common Stock	02/21/2017		S		4,800	D	\$5.01	37,483	D	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
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	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.46	02/16/2017		M			25,000	(I)	02/20/2018 <sup>(1)</sup>	Common Stock	25,000	\$0	0	D	
Stock option (Right to Buy)	\$1.41	02/16/2017		M			25,000	(I)	05/26/2019 <sup>(1)</sup>	Common Stock	25,000	\$0	0	D	

**Explanation of Responses:**

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

/s/ Todd Kreter

02/21/2017

\*\* Signature of Reporting Person

Date

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

\* 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).

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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