

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

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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

1. Name and Address of Reporting Person* <u>MILLER LLOYD I III</u> (Last) (First) (Middle) <u>3300 SOUTH DIXIE HIGHWAY</u> <u>SUITE 1-365</u> (Street) <u>WEST PALM BEACH</u> <u>FL</u> <u>33405</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITERIS, INC. [ITI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	06/06/2016		G		17,300	D	\$0.00	0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	I	By Milgrat (W9)
Common Stock								1,456,523 ⁽⁶⁾	I	By Milfam II L.P.
Common Stock								372,175 ⁽⁶⁾	I	By Milfam I L.P.
Common Stock								32,190 ⁽⁶⁾	I	By LIMFAM LLC
Common Stock								100,000 ⁽⁶⁾	I	By Trust A-2 - Lloyd I. Miller
Common Stock								57,720 ⁽⁶⁾	I	By Trust D - Lloyd I. Miller
Common Stock								138,657 ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾⁽⁷⁾	I	By Trust C - Lloyd I. Miller
Common Stock								42,743 ⁽⁴⁾	D	
Common Stock								2,530,477 ⁽⁶⁾	I	By Trust A-4 - Lloyd I. Miller
Common Stock								155,057 ⁽⁶⁾⁽⁷⁾	I	By Milgrat (W10)

**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				

Explanation of Responses:

- On June 4, 2014, 328,314 securities held by Trust C were transferred to Milgrat (W9). Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
- On June 15, 2015, 155,057 securities held by Milgrat (W9) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
- On June 6, 2016, 138,657 securities held by Milgrat (W9) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
- On June 6, 2016, 17,300 securities held by Milgrat (W9) were transferred to Lloyd I. Miller, III. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
- On June 6, 2016, 17,300 securities held by Milgrat (W9) were disposed of by gift to a trust account of which the reporting person does not have any pecuniary interest and was exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-5.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing 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.
- On October 27, 2015, 155,057 securities held by Trust C were transferred to Milgrat (W10). Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

Remarks:

/s/ Paul N. Silverstein
Attorney-in-fact

04/13/2017

** 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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