

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

Washington, D.C. 20549

OMB APPROVAL

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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>THOMAS TOM</u> (Last) (First) (Middle) <u>1700 CARNEGIE AVE, SUITE 100</u> (Street) <u>SANTA ANA CA 92705</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ITERIS, INC. [ITI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2017</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 03/02/2017 | | M | | 5,000 | A | \$2.21 | 44,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 5,000 | A | \$2.1 | 49,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 5,000 | A | \$1.73 | 54,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 5,000 | A | \$1.45 | 59,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 10,000 | A | \$1.18 | 69,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 10,000 | A | \$1.61 | 79,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 10,000 | A | \$1.75 | 89,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 10,000 | A | \$1.76 | 99,000 | I | Trust |
| Common Stock | 03/02/2017 | | M | | 10,000 | A | \$2.4 | 109,000 | I | Trust |
| Common Stock | | | | | | | | 15,000 ⁽³⁾ | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option Right to Buy | \$2.21 | 03/02/2017 | | M | | 5,000 | (1) | 09/20/2017 | Common Stock | 5,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$2.1 | 03/02/2017 | | M | | 5,000 | (1) | 09/18/2018 | Common Stock | 5,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$1.73 | 03/02/2017 | | M | | 5,000 | (1) | 09/17/2019 | Common Stock | 5,000 | \$0 | 0 | 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 | \$1.45 | 03/02/2017 | | M | | | 5,000 | (1) | 09/16/2020 | Common Stock | 5,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$1.18 | 03/02/2017 | | M | | | 10,000 | (2) | 09/15/2021 | Common Stock | 10,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$1.61 | 03/02/2017 | | M | | | 10,000 | (2) | 09/13/2022 | Common Stock | 10,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$1.75 | 03/02/2017 | | M | | | 10,000 | (2) | 09/22/2023 | Common Stock | 10,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$1.76 | 03/02/2017 | | M | | | 10,000 | (2) | 10/16/2024 | Common Stock | 10,000 | \$0 | 0 | D | |
| Stock Option Right to Buy | \$2.4 | 03/02/2017 | | M | | | 10,000 | (2) | 09/23/2025 | Common Stock | 10,000 | \$0 | 0 | D | |

Explanation of Responses:

- Options were immediately exercisable but vested in a series of four (4) successive equal annual installments upon optionee's completion of each year of service over the (4) year period measured from the grant date.
- Options were immediately exercisable but vested in one (1) year upon optionee's completion of one (1) year of service measured from the grant date.
- 39,000 shares in direct holding account was moved to indirect Trust account, and 15,000 shares are left in direct account.

/s/ Andy Schmidt, Attorney-in-fact 03/06/2017

** 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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