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							

5. Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

## 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

2. Issuer Name and Ticker or Trading Symbol

RILEY BRYANT R					ITE	ITERIS, INC. [ ITI ]									(Check all applicable)  Director X 10% Owner					
(Last)						3. Date of Earliest Transaction (Month/Day/Year) 07/17/2007									Officer (give title Other (specify below) below)					
11100 SANTA MONICA BLVD., SUITE 810					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) LOS ANGELES CA US 90025														Line) Form filed by One Reporting Person  X Form filed by More than One Reporting Person						
(City) (State) (Zip)																				
		Tabl	le I - N	lon-Deriv	ative S	Sec	uritie	es Ac	quired, [	Disp	osed o	of, or	Bene	eficia	lly Owne	ed				
Dat				2. Transac Date (Month/Da		2A. Deemed Execution Date ar) if any (Month/Day/Ye		Date,	Code (Instr						Securi Benefi Owned	5. Amount of Securities Beneficially Owned Following			7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	ode V Am		nt (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Common Stock 07/17				07/17/2	2007				P		3,81	.1	A	\$2.2	5 2,9	2,984,122		1	Footnote 1 <sup>(1)</sup>	
Common	Stock											_			4	1,667		1	Footnote 2 <sup>(2)</sup>	
Common Stock														41,000				Footnote 3 <sup>(3)</sup>		
Common	Stock			07/17/2	2007	007		P		401		Α	\$2.2	5 206,920			I	Footnote 4 <sup>(4)</sup>		
Common Stock												1 2	33,333		(7)					
Common	Stock															3,333	L	<b>)</b> <sup>(7)</sup>		
Common	Stock	Ta	able II	- Derivat	tive Se	ecur	ities war	Acqı	uired, Dis	spos	sed of,	, or B	enefi ecuri	cially ties)		3,333	L	<b>)</b> ("		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Ta 3. Transaction Date (Month/Day/Year)	3A. De Executi	(e.g., p	tive Se uts, ca 4. Transac Code (II 8)	alls,	5. Num of Deriv Secu Acqu (A) o	ber vative rities ired osed ) r. 3,	uired, Dis , options 6. Date Exer Expiration I (Month/Day	cisal	onverti	7. Title Amour Securi Underlind Deriva Securi and 4)	and nt of ties lying tive	ties)		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10 Ov Fo y Di or (I)	). wnership orm: irect (D) r Indirect ) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	3A. De Executi	(e.g., p	uts, ca 4. Transac Code (li	alls,	5. Numi of Deriv Secu Acqu (A) o Dispi of (D (Insti	ber vative rities uired r osed ) r . 3, d 5)	, options  6. Date Exer Expiration I	ccisal Date /Year	onvertible and	7. Title Amour Securi Underl Deriva Securi	e and nt of ties lying tive ty (Inst	ties)	8. Price of Derivative Security	9. Number derivative Securities Beneficially Owned Following Reported Transaction	of 10 Ov Fo y Di or (I)	). wnership orm: irect (D) r Indirect ) (Instr.	of Indirect Beneficial Ownership	
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	3A. De Executi	(e.g., p	uts, ca 4. Transac Code (li 8)	alls,	5. Num of Deriv Secu Acqu (A) o Disp of (D (Insti	ber vative rities uired r osed ) r . 3, d 5)	, options 6. Date Exer Expiration I (Month/Day	Exp Date	onvertible and	7. Title Amour Securi Under Deriva Securi and 4)	and nt of ties lying tive ty (Inst	tr. 3	8. Price of Derivative Security	9. Number derivative Securities Beneficially Owned Following Reported Transaction	of 10 Ov Fo y Di or (I)	). wnership orm: irect (D) r Indirect ) (Instr.	of Indirect Beneficial Ownership	
1. Title of Derivative Security (Instr. 3)  Warrant to Purchase Common	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. De Executi	(e.g., p	uts, ca 4. Transac Code (li 8)	alls,	5. Num of Deriv Secu Acqu (A) o Disp of (D (Insti	ber vative rities uired r osed ) r . 3, d 5)	, options 6. Date Exer Expiration I (Month/Day  Date Exercisable	Exp Date	ble and  )	7. Title Amour Securi Underl Deriva Securi and 4)	and the of ties ying tive ty (Inst	tr. 3	8. Price of Derivative Security	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10 Ov Fo y Di or (I)	o). wnership orm: irect (D) r Indirect ) (Instr.	of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative Security (Instr. 3)  Warrant to Purchase Common Stock  Warrant to Purchase Common	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. De Executi	(e.g., p	uts, ca 4. Transac Code (li 8)	alls,	5. Num of Deriv Secu Acqu (A) o Disp of (D (Insti	ber vative rities uired r osed ) r . 3, d 5)	Date Exercisable	Exp Dat	ble and c)	7. Title Amour Securit Underline Securit and 4) Title Common Stock Common Commo	and the of ties ties ties ties ties ties ties ties	nount mber ares	8. Price of Derivative Security	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10 Ov Fo y Di or (I)	o. wnership orm: irect (D) r Indirect (Instr.	of Indirect Beneficial Ownership (Instr. 4)	
Uarrant to Purchase Common Stock Warrant to Purchase Common Stock Warrant to Purchase Common Stock	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. De Executi	(e.g., p	uts, ca 4. Transac Code (li 8)	alls,	5. Num of Deriv Secu Acqu (A) o Disp of (D (Insti	ber vative rities uired r osed ) r . 3, d 5)	Date Exercisable 05/19/2004	Exp Date 05/	ble and c)	7. Title Amour Securi Underl Deriva Securiand 4)  Title Commo Stock Commo Comm	and and of ties yilling tive ty (Institute of Sh. and o	nount mber ares	8. Price of Derivative Security	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10 Ov Fo y Di or (I)	wwership orm: irect (D) r Indirect j) (Instr.	of Indirect Beneficial Ownership (Instr. 4)  Footnote 1(1)  Footnote 1(1)	

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)						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				
Warrant to Purchase Common Stock	\$4.03							05/19/2004	05/18/2009	Common Stock	21,081		21,081	D <sup>(7)</sup>	
6% Convertible Debenture	\$3.61							05/19/2004	05/19/2009	Common Stock	88,644		88,644 <sup>(6)</sup>	I	Footnote 5 <sup>(5)</sup>
Warrant to Purchase Common Stock	\$3.86							05/19/2004	05/18/2009	Common Stock	10,352		10,352	I	Footnote 5 <sup>(5)</sup>
Warrant to Purchase Common Stock	\$4.03							05/19/2004	05/18/2009	Common Stock	9,920		9,920	I	Footnote 5 <sup>(5)</sup>

1. Name and Address of Reporting Person*									
RILEY BRYANT R									
(Last)	(First)	(Middle)							
11100 SANTA M	ONICA BLVD., SUIT	TE 810							
(Street)									
LOS ANGELES	CA	US 90025							
(City)	(State)	(Zip)							
1. Name and Address	of Reporting Person*								
Riley Investm	<u>ent Partners Ma</u>	ster Fund, L.P.							
(Last)	(First)	(Middle)							
11100 SANTA M	ONICA BLVD., SUIT	TE 810							
(Street)									
LOS ANGELES	CA	US 90025							
(City)	(State)	(Zip)							
1. Name and Address	of Reporting Person*								
Riley Investm	<u>ent Managemer</u>	nt LLC							
(Last)	(First)	(Middle)							
11100 SANTA MONICA BLVD., SUITE 810									
(Street)									
LOS ANGELES	CA	US 90025							
(City)	(State)	(Zip)							

## Explanation of Responses:

- $1. \ Sole\ equity\ owner\ of\ Riley\ Investment\ Management\ LLC,\ General\ Partner\ of\ Riley\ Investment\ Partners\ Master\ Fund,\ L.P.$
- 2. Bryant Riley, as controlling shareholder of B. Riley and Co. Inc.
- 3. Bryant Riley, as trustee of the B. Riley and Co. Retirement Trust.
- 4. Indirect holder of an investment advisory account managed by Riley Investment Management LLC.

- 5. Bryant Riley, as custodian for his children. Reporting Persons disclaim beneficial ownership of these securities.
- 6. As converted to common stock basis.
- 7. Bryant Riley, as holder of a joint account with spouse.

/s/ Bryant Riley

07/19/2007

\*\* Signature of Reporting Person

Doto

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.