

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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>CHAR RICHARD</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>08/25/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	08/25/2016		M		5,000	A	\$2.54	5,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		5,000	A	\$2.21	10,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		5,000	A	\$2.1	15,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		5,000	A	\$1.73	20,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		5,000	A	\$1.45	25,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		10,000	A	\$1.18	35,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		10,000	A	\$1.61	45,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		10,000	A	\$1.75	55,000	I	Char-Yoshida Family Trust
Common Stock	08/25/2016		M		10,000	A	\$1.76	65,000	I	Char-Yoshida Family Trust

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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	08/25/2016		M		10,000	A	\$2.4	75,000	I	Char-Yoshida Family Trust

**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	\$2.54	08/25/2016		M			5,000	(1)	09/13/2016	Common Stock	5,000	\$0	0	D	
Stock option right to buy	\$2.21	08/25/2016		M			5,000	(2)	09/20/2017	Common Stock	5,000	\$0	0	D	
Stock option right to buy	\$2.1	08/25/2016		M			5,000	(2)	09/18/2018	Common Stock	5,000	\$0	0	D	
Stock option right to buy	\$1.73	08/25/2016		M			5,000	(2)	09/17/2019	Common Stock	5,000	\$0	0	D	
Stock option right to buy	\$1.45	08/25/2016		M			5,000	(2)	09/16/2020	Common Stock	5,000	\$0	0	D	
stock option right to buy	\$1.18	08/25/2016		M			10,000	(3)	09/15/2021	Common Stock	10,000	\$0	0	D	
Stock option right to buy	\$1.61	08/25/2016		M			10,000	(3)	09/13/2022	Common Stock	10,000	\$0	0	D	
Stock option right to buy	\$1.75	08/25/2016		M			10,000	(3)	09/22/2023	Common Stock	10,000	\$0	0	D	
Stock option right to buy	\$1.76	08/25/2016		M			10,000	(3)	10/16/2024	Common Stock	10,000	\$0	0	D	
Stock option right to buy	\$2.4	08/25/2016		M			10,000	(3)	09/23/2025	Common Stock	10,000	\$0	0	D	

Explanation of Responses:

1. Stock option expiring on 9/13/2016, exercising before expiration
2. 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.
3. Options were immediately exercisable but vested in (1) year upon optionee's completion of (1) year of service measured from the grant date.

/s/ Craig Christensen,
Attorney-in-fact

08/29/2016

** 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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