

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SUBIN NEIL S</u>	2. Issuer Name and Ticker or Trading Symbol <u>ITERIS, INC.</u> [<u>ITI</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> Director <div>X</div> 10% Owner </div> <div> Officer (give title below) <div></div> Other (specify below) </div>
<div> (Last) (First) (Middle) </div> <u>3300 SOUTH DIXIE HIGHWAY</u> <u>SUITE 1-365</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2018</u>	
<div> (Street) (City) (State) (Zip) </div> <u>WEST PALM BEACH</u> <div> FL 33405 </div>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div> X Form filed by One Reporting Person </div> <div> Form filed by More than One Reporting Person </div>

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	10/16/2018		S		1,880	D	\$4.4178 ⁽¹⁾	93,156 ⁽²⁾⁽³⁾	I	By Trust A-2 - Lloyd I. Miller
Common Stock	10/16/2018		S		23,519	D	\$4.4178 ⁽¹⁾	1,165,505 ⁽²⁾⁽³⁾	I	By LIM III - Trust A-4
Common Stock	10/16/2018		S		23,519	D	\$4.4178 ⁽¹⁾	1,165,504 ⁽²⁾⁽³⁾	I	By MBM - Trust A-4
Common Stock	10/16/2018		S		3,642	D	\$4.4178 ⁽¹⁾	180,458 ⁽²⁾⁽³⁾	I	By Trust C - Lloyd I. Miller
Common Stock	10/16/2018		S		1,085	D	\$4.4178 ⁽¹⁾	53,770 ⁽²⁾⁽³⁾	I	By Trust D - Lloyd I. Miller
Common Stock	10/16/2018		S		747	D	\$4.4178 ⁽¹⁾	40,023 ⁽²⁾⁽³⁾	I	By Lloyd I. Miller, III Revocable Trust
Common Stock	10/16/2018		S		27,381	D	\$4.4178 ⁽¹⁾	1,356,847 ⁽²⁾⁽³⁾	I	By Milfam II L.P.
Common Stock	10/16/2018		S		6,996	D	\$4.4178 ⁽¹⁾	346,705 ⁽²⁾⁽³⁾	I	By Milfam I L.P.
Common Stock	10/16/2018		S		605	D	\$4.4178 ⁽¹⁾	29,987 ⁽²⁾⁽³⁾	I	By LIMFAM LLC

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

