FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPRO	VAL
OMB Number:	3235-0287
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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* RILEY BRYANT R				ITE	2. Issuer Name and Ticker or Trading Symbol ITERIS, INC. [ITI]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last)	(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 02/14/2007								Officer (give title Other (specify below) below)					
11100 S.	ANTA MOI	NICA BLVD ST	E 811		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Ap Line)											Applicable		
(Street) LOS ANGELES CA 90025														Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City) (State) (Zip)																			
		Tabl	le I -	· Non-Deriv	ative S	Sec	uritie	es A	cquirec	l, Di	isposed	of, or B	enefic	ciall	y Owne	:d	,		
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			ear) Ex	Execution Date,					ies Acquired (A) or Of (D) (Instr. 3, 4 ar					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		Reported Transact (Instr. 3	ion(s)			, ,	
Common	Stock			02/14/200	07				P		8,803	A	\$2.39	989	2,953	3,604		I	Footnote ⁽¹⁾
Common	Stock			02/15/200	07				P		4,585	A	\$2.	.4	2,958	8,189	_	I	Footnote ⁽¹⁾
Common	Stock			02/16/200	07				P		2,293	A	\$2.	.4	2,960	0,482		I	Footnote ⁽¹⁾
Common	Stock				\perp										41,	667		I	Footnote ⁽²⁾
Common Stock													50,	000	_		Footnote ⁽³⁾		
Common	Stock														33,	333]	D ⁽⁴⁾	
		Ta	able	II - Derivat							posed of converti				Owned				
1. Title of 2. 3. Transaction Date Execution Date, or Exercise (Month/Day/Year)		4.	4. Transaction Code (Instr. 8) Der Sec Acc (A) Dis of ((Instr. 6))						7. Title a			. n ·	9. Numbe	or of	10.	11. Nature			
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Exec if an	cution Date, y	Transac		Num of Deriv Secu Acqu (A) o	vative rities uired or osed) r. 3,	Expiration (Month/	on D		Amount of Securities Underlying Derivative Security and 4)	of s ng e	o S (I	E. Price of Derivative Security Instr. 5)	derivative Securitie Beneficia Owned Followin Reported Transacti (Instr. 4)	e s ally g	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	of Indirect Beneficial Ownership
Security	Conversion or Exercise Price of Derivative	Date	Exec if an	cution Date, y	Transac Code (Ir		Num of Deriv Secu Acqu (A) o Disp of (D (Inst	vative rities uired or osed) r. 3,	Expiration	on Day/\	ate	Amount of Securities Underlying Derivative Security	of s ng e	o D S (I	of Derivative Security	derivative Securitie Beneficia Owned Followin Reported Transacti	e s ally g	Ownershi Form: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership
Security	Conversion or Exercise Price of Derivative	Date	Exec if an	cution Date, y	Transac Code (Ir 8)	nstr.	Num of Deriv Secu Acqu (A) o Disp of (D (Instr	vative irities uired or osed) r. 3, d 5)	Expirati (Month/I	on Day/\	ate (ear)	Amount of Securities Underlying Derivative Security and 4)	Amout or Numbe	nt er	of Derivative Security	derivative Securitie Beneficia Owned Followin Reported Transacti	e s ally g i ion(s)	Ownershi Form: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership
Security (Instr. 3) Warrant to Purchase Common	Conversion or Exercise Price of Derivative Security	Date	Exec if an	cution Date, y	Transac Code (Ir 8)	nstr.	Num of Deriv Secu Acqu (A) o Disp of (D (Instr	vative irities uired or osed) r. 3, d 5)	Expirati (Month/l	on Day/Y	expiration	Amount of Securities Underlying Derivative Security and 4)	Amount or Number of Shares	nt eer s	of Derivative Security	derivative Securitie Beneficia Owned Followin Reported Transacti (Instr. 4)	e s ally g l ion(s)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	p of Indirect Beneficial Ownership (Instr. 4)
Warrant to Purchase Common Stock Warrant to Purchase Common	Conversion or Exercise Price of Derivative Security	Date	Exec if an	cution Date, y	Transac Code (Ir 8)	nstr.	Num of Deriv Secu Acqu (A) o Disp of (D (Instr	vative irities uired or osed) r. 3, d 5)	Date Exercisa	ble 0004	Expiration Date 05/18/2009	Amount Securitie Underlyi) Derivativ Security and 4) Title Common Stock	Amount of Shares	nt eer ss	of Derivative Security	derivative Securitie Beneficia Owned Followin Reported Transacti (Instr. 4)	e s s allly g i i i i i i i i i i i i i i i i i i	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	p of Indirect Beneficial Ownership (Instr. 4)
Warrant to Purchase Common Stock Warrant to Purchase Common Stock Warrant to Purchase Common Stock	Conversion or Exercise Price of Derivative Security	Date	Exec if an	cution Date, y	Transac Code (Ir 8)	nstr.	Num of Deriv Secu Acqu (A) o Disp of (D (Instr	vative irities uired or osed) r. 3, d 5)	Date Exercise 05/19/20	able 0004	Expiration Date 05/18/2009	Amount of Securities Underlying Derivative Security and 4) Title Common Stock Common Common Stock	Amount of Number of Shares	nt er s	of Derivative Security	derivative Securitie Beneficia Owned Followin Reported Transacti (Instr. 4)	e s s s s s s s s s s s s s s s s s s s	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	Footnote ⁽¹⁾

		Та	able II - Deriva (e.g., p					uired, Dis s, options				/ Owned			
1. Title of Derivative Security (Instr. 3)	ecurity or Exercise (Month		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				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				
6% Convertible Debenture	\$3.61							05/19/2004	05/18/2009	Common Stock	88,644		88,644	I	Footnote ⁽⁵⁾
Warrant to Purchase Common Stock	\$3.86							05/19/2004	05/18/2009	Common Stock	10,352		10,352	I	Footnote ⁽⁵⁾
Warrant to Purchase Common Stock	\$4.03							05/19/2004	05/18/2009	Common Stock	9,920		9,920	I	Footnote ⁽⁵⁾

Stock			
	d Address o	f Reporting Person [°]	
(Last) 11100 SA		(First) NICA BLVD STE	(Middle)
(Street) LOS ANGELES		CA	90025
(City)		(State)	(Zip)
		f Reporting Person ⁱ	
(Last) 11100 SA SUITE 81	NTA MO	(First) NICA BLVD.	(Middle)
(Street)	SELES	CA	91042
(City)		(State)	(Zip)
		f Reporting Person nt Partners M	laster Fund, L.P.
(Last) 11100 SA SUITE 81	NTA MO	(First) NICA BOULEVA	(Middle)
(Street)	GELES	CA	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 & Co. Retirement Trust
- 4. Bryant Riley, as holder of a joint account with his spouse.
- 5. Bryant Riley, as custodian for his children. Reporting Persons disclaim beneficial ownership of these securities.

** 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.

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.