FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* Kreter Todd (Last) (First) (Middle) 1250 S. CAPITAL OF TEXAS HIGHWAY BUILDING 1, SUITE 330					2. Issuer Name and Ticker or Trading Symbol ITERIS, INC. [ITI] 3. Date of Earliest Transaction (Month/Day/Year) 12/02/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)							(C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Sr. Vice President 6. Individual or Joint/Group Filing (Check Applicable)					
(Street) AUSTIN			78746			,					Lir					- 1		
(City)	(S	tate)	(Zip)															
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				ction 2A. Deemed Execution Date,		3. Transact Code (In 8)	ion	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		ed (A) or tr. 3, 4 an	5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
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. 3. Transaction 3A. Deemed 4. Conversion Date Execution Date, Tra		5. Number of of Derivative			6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
				C	ode V		(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares					
Restricted Stock Units	(1)	12/02/2022			A		13,392		(2)		(3)	Common Stock	13,392	\$0	13,39	2	D	
Stock Option (Right to Buy)	\$3.13	12/02/2022			A		46,296		(4)	13	2/02/2032	Common Stock	46,296	\$0	46,29	6	D	

Explanation of Responses:

- 1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock upon the vesting date.
- 2. The RSUs vesting schedule is as follows: 50% after two years measured from the grant date and the last 50% after three years measured from the grant date.
- 3. The expiration date will be three years measured from the grant date.
- 4. The stock option becomes exercisable in a series of four (4) successive equal annual installments (i.e. one-fourth of the shares each year) upon optionee's completion of each year of service over the four (4) year period measured from the grant date.

/s/ Donald R. Reynolds,

Attorney-in-Fact for Todd

12/06/2022

Kreter

** 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.