

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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>MEMOLE FRANCIS</u> (Last) (First) (Middle) <u>1515 S. MANCHESTER AVE</u> (Street) <u>ANAHEIM CA 92802</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITERIS HOLDINGS INC [ITRSA.OB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr. Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	10/22/2004		J		35,078	A	(1)	35,078	D	

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				
Options right to buy	\$0.54	10/22/2004		J		112,496 ⁽²⁾		09/30/1998 ⁽³⁾	09/30/2007	Common Stock	112,496	\$0.54	112,496	D	
Option right to buy	\$1.19	10/22/2004		J		68,000 ⁽²⁾		09/27/2001 ⁽³⁾	09/27/2011	Common Stock	68,000	\$1.19	68,000	D	
Options right to buy	\$1.4	10/22/2004		J		20,000 ⁽²⁾		05/01/2002 ⁽³⁾	05/01/2012	Common Stock	20,000	\$1.4	20,000	D	

Explanation of Responses:

- Issued in exchange of Iteris, Inc. Common Stock through merger of Iteris, Inc. and Iteris Holdings, Inc.
- Option shares exchanged through merger between Iteris Holdings, Inc. and Iteris, Inc.
- Options shall become exercisable in four successive equal annual installments upon completion of each year of service over the four year period measured from the Vesting Commencement date

/s/ Francis Memole 10/22/2004

** 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.