

**FORM 4**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

☐ 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*<br><u>MILLER LLOYD I III</u> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>ITERIS, INC.</u> [ ITI ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> |
| (Last) (First) (Middle)<br><br>4550 GORDON DRIVE                      | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/29/2010                    |  |
| (Street)<br>NAPLES FL 34102   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> Form filed by More than One Reporting Person                             |
| (City) (State) (Zip)  |   |  |

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                    | 10/29/2010                           |  | P                              |   | 12,944  | A          | \$1.4 | 2,450,225 <sup>(1)</sup>  | I  | By Trust A-4 - Lloyd I. Miller                        |
| Common Stock                    |                                      |  |                                |   |   |            |       | 100,000 <sup>(1)</sup>  | I  | By Trust A-2 - Lloyd I. Miller                        |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,000 <sup>(1)</sup>  | I  | By Trust A-3 - Lloyd I. Miller                        |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,511,377 <sup>(1)</sup>  | I  | By Milfam II L.P.                                     |
| Common Stock                    |                                      |  |                                |   |   |            |       | 231,569 <sup>(1)</sup>  | I  | By Milgrat I (A7)                                     |
| Common Stock                    |                                      |  |                                |   |   |            |       | 57,720 <sup>(1)</sup>   | I  | By Trust D - Lloyd I. Miller                          |
| Common Stock                    |                                      |  |                                |   |   |            |       | 101,631 <sup>(1)</sup>  | I  | By Milgrat I (P6)                                     |
| Common Stock                    |                                      |  |                                |   |   |            |       | 23,000  | 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 |  |  |   |  |

**Explanation of Responses:**

1. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

**Remarks:**

/s/ David J. Hoyt Attorney-in-  
fact 11/01/2010

\*\* 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.**