

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Bergera J. Joseph</u>			2. Issuer Name and Ticker or Trading Symbol <u>ITERIS, INC. [ ITI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/29/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1250 S. CAPITAL OF TEXAS HIGHWAY BUILDING 1, SUITE 330			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
AUSTIN	TX	78746						
(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	02/29/2024		M		14,000	A	\$2.38	193,138	D	
Common Stock	02/29/2024		S <sup>(1)</sup>		10,714	D	\$5.1861 <sup>(2)</sup>	182,424	D	
Common Stock	03/01/2024		M		18,500	A	\$2.38	200,924	D	
Common Stock	03/01/2024		S <sup>(1)</sup>		12,736	D	\$5.1741 <sup>(3)</sup>	188,188	D	
Common Stock	03/04/2024		M		17,500	A	\$2.38	205,688	D	
Common Stock	03/04/2024		S <sup>(1)</sup>		13,450	D	\$5.0285 <sup>(4)</sup>	192,238	D	
Common Stock	03/04/2024		M		4,323	A	\$2.38	196,561	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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.38	02/29/2024		M		14,000	(5)	09/22/2025	Common Stock	14,000	\$2.38	1,136,000	D	
Stock Option (Right to Buy)	\$2.38	03/01/2024		M		18,500	(5)	09/22/2025	Common Stock	18,500	\$2.38	1,117,500	D	
Stock Option (Right to Buy)	\$2.38	03/04/2024		M		17,500	(5)	09/22/2025	Common Stock	17,500	\$2.38	1,100,000	D	
Stock Option (Right to Buy)	\$2.38	03/04/2024		M		4,323	(5)	09/22/2025	Common Stock	4,323	\$2.38	1,095,677	D	

**Explanation of Responses:**

- As disclosed in Iteris' Form 10-Q for the quarter ended December 31, 2023, pursuant to a Rule 10b5-1 plan adopted on November 30, 2023, the Reporting Person sold only enough shares to cover the exercise price and related taxes upon the Reporting Person's exercise of a portion of his stock options that expire in September 2025. The Reporting Person retained all of the remaining shares purchased upon exercise.
- The reported securities were sold in multiple transactions at prices ranging from \$5.11 to \$5.24. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The reported securities were sold in multiple transactions at prices ranging from \$5.06 to \$5.24. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The reported securities were sold in multiple transactions at prices ranging from \$5.00 to \$5.15. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The option vested in full on September 22, 2019.

**Remarks:**

/s/ Donald R. Reynolds,

03/04/2024

Attorney-in-Fact for Joseph  
Bergera

\*\* 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.**