SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Groves Douglas L	ITERIS, INC. [ITI]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)
1700 CARNEGIE AVE SUITE 100	07/08/2020

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

Senior Vice President & CFO

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SANTA ANA CA 92705	07/12/2021	X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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	07/08/2020[3]		A		2,212[1]	A	$0[1]	2,212	D	
Common Stock	01/06/2021[4]		A		2,741[1]	A	$0[1]	4,953	D	
Common Stock	07/08/2021[5]		A		602[2][1]	A	$0[1]	5,555	D	
Common Stock								10,000	I	Groves Family Trust

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. Shares purchased pursuant to the Iteris, Inc. Employee Stock Purchase Plan ("ESPP"), effective January 1, 2018. In accordance with ESPP, these shares were purchased at a per-share price at ninety-five percent (95%) of the lower of the fair market value at the beginning of the offering period and on the last trading day of the offering period.

2. The change to the original Form 4 filed on 7/12/2021 was to change the 602 shares from purchase to acquired under the issuer's ESPP plan and to report the other shares acquired under the issuer's ESPP plan.

3. For the ESPP offering period of January 1, 2020 - June 30, 2020.

4. For the ESPP offering period of July 1, 2020 - December 31, 2020.

5. For the ESPP offering period of January 1, 2021 - June 30, 2021.

/s/Khristine Arakaki, attorney-in-fact for Doug Groves	07/15/2021
** 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.