

ITERIS, INC.  
Form 5  
May 13, 2008

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**SLUTZKY JOEL**  
  
(Last) (First) (Middle)  
  
1700 CARNEGIE AVE, SUITE 100  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**ITERIS, INC. [ITI]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**05/13/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

SANTA ANA, CA 92705

Form Filed by One Reporting Person  
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) Amount	(D)	Price				
Common Stock	12/07/2007	Â	G	10,000	D	\$ (1) 1,880,142	I		From Trust	
Common Stock	12/31/2007	Â	G	5,000	D	\$ (2) 1,875,142	I		From Trust	
Common Stock	12/31/2007	Â	G	5,000	D	\$ (2) 1,870,142	I		From Trust	
Common Stock	12/31/2007	Â	G	5,000	D	\$ (2) 1,865,142	I		From Trust	
	02/11/2008	Â	G	5,000	D	\$ (2) 1,860,142	I			



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(1) This was a charity gift

(2) This was a gift

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