

ITERIS, INC.
Form 4
February 21, 2017

FORM 4

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

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kreter Todd

(Last) (First) (Middle)

1700 CARNEGIE AVE, SUITE 100

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2017

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)

Sr. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount or Price (A) or (D) | | |
| Common Stock | 02/16/2017 | | | M | 25,000 A \$ 2.46 | D | |
| Common Stock | 02/16/2017 | | | M | 25,000 A \$ 1.41 | D | |
| Common Stock | 02/17/2017 | | | S | 610 D \$ 5.28 | D | |
| Common Stock | 02/17/2017 | | | S | 100 D \$ 5.3 | D | |
| Common Stock | 02/17/2017 | | | S | 5,700 D \$ 5.31 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|--------|---|
| Common stock | 02/17/2017 | S | 3,400 | D | \$ 5.36 | 72,053 | D |
| Common Stock | 02/17/2017 | S | 5,000 | D | \$ 5.33 | 67,053 | D |
| common stock | 02/17/2017 | S | 200 | D | \$ 5.25 | 66,853 | D |
| Common Stock | 02/17/2017 | S | 3,079 | D | \$ 5.32 | 63,774 | D |
| Common Stock | 02/27/2017 | S | 5,540 | D | \$ 5.35 | 58,234 | D |
| Common Stock | 02/17/2017 | S | 2,240 | D | \$ 5.26 | 55,994 | D |
| Common Stock | 02/17/2017 | S | 3,010 | D | \$ 5.27 | 52,984 | D |
| Common Stock | 02/17/2017 | S | 5,000 | D | \$ 5.29 | 47,984 | D |
| Common Stock | 02/21/2017 | S | 631 | D | \$ 5.18 | 47,353 | D |
| Common Stock | 02/21/2017 | S | 80 | D | \$ 5.16 | 47,273 | D |
| Common Stock | 02/21/2017 | S | 2,290 | D | \$ 5.15 | 44,983 | D |
| Common Stock | 02/21/2017 | S | 700 | D | \$ 5.09 | 44,283 | D |
| Common Stock | 02/21/2017 | S | 500 | D | \$ 5.03 | 43,783 | D |
| Common Stock | 02/21/2017 | S | 171 | D | \$ 4.9 | 43,612 | D |
| Common Stock | 02/21/2017 | S | 229 | D | \$ 4.91 | 43,383 | D |
| Common Stock | 02/21/2017 | S | 100 | D | \$ 4.92 | 43,283 | D |
| Common Stock | 02/21/2017 | S | 200 | D | \$ 4.96 | 43,083 | D |
| Common Stock | 02/21/2017 | S | 100 | D | \$ 4.93 | 42,983 | D |
| Common Stock | 02/21/2017 | S | 100 | D | \$ 4.94 | 42,883 | D |
| Common Stock | 02/21/2017 | S | 400 | D | \$ 4.95 | 42,483 | D |
| | 02/21/2017 | S | 200 | D | | 42,283 | D |

| | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|--------|---|
| Common Stock | | | | | | \$ 4.99 | | |
| Common Stock | 02/21/2017 | | S | 4,800 | D | \$ 5.01 | 37,483 | D |
| Common Stock | 02/21/2017 | | S | 120 | D | \$ 5.02 | 37,363 | D |
| Common Stock | 02/21/2017 | | S | 900 | D | \$ 5 | 36,463 | D |
| Common Stock | 02/21/2017 | | S | 4,600 | D | \$ 5.05 | 31,863 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 2.46 | 02/16/2017 | | M | 25,000 | <u>(1)</u> | 02/20/2018 ⁽¹⁾ | Common Stock | 25,000 |
| Stock option (Right to Buy) | \$ 1.41 | 02/16/2017 | | M | 25,000 | <u>(1)</u> | 05/26/2019 ⁽¹⁾ | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kreter Todd 1700 CARNEGIE AVE, SUITE 100 | | | Sr. Vice President | |

SANTA ANA, CA 92705

Signatures

/s/ Todd Kreter

02/21/2017

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Option became exercisable in (4) successive equal annual installments upon optionee's completion of each year of service over the four year period measured from the grant date. Option expired ten years from the grant date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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