

ITERIS, INC.

Form 4

March 04, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLER LLOYD I III**

(Last) (First) (Middle)

222 LAKEVIEW AVENUE, SUITE  
160-365

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                            |                                      |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------|--------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                            |                                      |
| Common<br>Stock                       | 03/03/2014                              |                                                             | S                                       |                                                                     | 18,721                                                                                                             | D                                                                       | \$<br>2.25                                                        | 2,530,477 <sup>(1)</sup> I | By Trust<br>A-4 - Lloyd<br>I. Miller |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                         |                                                                   | 1,456,523 <sup>(1)</sup> I | By Milfam<br>II L.P.                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                         |                                                                   | 372,175 <sup>(1)</sup> I   | By Milfam<br>I L.P.                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                         |                                                                   | 32,190 <sup>(1)</sup> I    | By<br>LIMFAM<br>LLC                  |
|                                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                         |                                                                   | 100,000 <sup>(1)</sup> I   |                                      |

|                 |                        |   |  |                                      |
|-----------------|------------------------|---|--|--------------------------------------|
| Common<br>Stock |                        |   |  | By Trust<br>A-2 - Lloyd<br>I. Miller |
| Common<br>Stock | 57,720 <sup>(1)</sup>  | I |  | By Trust D<br>- Lloyd I.<br>Miller   |
| Common<br>Stock | 328,314 <sup>(1)</sup> | I |  | By Trust C<br>- Lloyd I.<br>Miller   |
| Common<br>Stock | 25,443                 | D |  |                                      |

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following the<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships                    |
|-----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                         | Director 10% Owner Officer Other |
| MILLER LLOYD I III<br>222 LAKEVIEW AVENUE<br>SUITE 160-365<br>WEST PALM BEACH, FL 33401 | X                                |

## Signatures

/s/ David J. Hoyt  
Attorney-in-fact

03/04/2014

\_\_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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing (1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.