

ITERIS, INC.
Form 4
April 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
MILLER LLOYD I III

(Last) (First) (Middle)

3300 SOUTH DIXIE
HIGHWAY, SUITE 1-365

(Street)

WEST PALM BEACH, FL 33405

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2016

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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/06/2016		G	17,300 D \$ 0	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	By Milgrat (W9)
Common Stock					1,456,523 <u>(6)</u>	I	By Milfam II L.P.
Common Stock					372,175 <u>(6)</u>	I	By Milfam I L.P.
Common Stock					32,190 <u>(6)</u>	I	By LIMFAM LLC
Common Stock					100,000 <u>(6)</u>	I	By Trust A-2 - Lloyd

Common Stock	57,720 ⁽⁶⁾	I	I. Miller By Trust D - Lloyd I. Miller
Common Stock	138,657 ^{(1) (2)} <u>(3) (6) (7)</u>	I	By Trust C - Lloyd I. Miller
Common Stock	42,743 ⁽⁴⁾	D	
Common Stock	2,530,477 ⁽⁶⁾	I	By Trust A-4 - Lloyd I. Miller
Common Stock	155,057 ^{(6) (7)}	I	By Milgrat (W10)

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 3300 SOUTH DIXIE HIGHWAY SUITE 1-365			X	

WEST PALM BEACH, FL 33405

Signatures

/s/ Paul N. Silverstein

Attorney-in-fact

04/13/2017

__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) On June 4, 2014, 328,314 securities held by Trust C were transferred to Milgrat (W9). Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(2) On June 15, 2015, 155,057 securities held by Milgrat (W9) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(3) On June 6, 2016, 138,657 securities held by Milgrat (W9) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(4) On June 6, 2016, 17,300 securities held by Milgrat (W9) were transferred to Lloyd I. Miller, III. Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(5) On June 6, 2016, 17,300 securities held by Milgrat (W9) were disposed of by gift to a trust account of which the reporting person does not have any pecuniary interest and was exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-5.

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

(7) On October 27, 2015, 155,057 securities held by Trust C were transferred to Milgrat (W10). Such transaction only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

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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