

RILEY BRYANT R
Form 4/A
May 08, 2008

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 *
RILEY BRYANT R

(Last) (First) (Middle)
11100 SANTA MONICA BLVD.,
SUITE 810
(Street)

LOS ANGELES, CA US 90025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
10/26/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Explanation

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 1,762,568 | I | Footnote 1 (1) |
| Common Stock | | | | (A) or (D) | 200,212 | I | Footnote 2 (2) |
| Common Stock | | | | (A) or (D) | 33,333 | D (5) | |
| Common Stock | | | | (A) or (D) | 41,000 | I | Footnote 6 (6) |

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant to Purchase Common Stock | \$ 3.86 | | | | | 05/19/2004 | 05/18/2009 | Common Stock | 80,875 |
| Warrant to Purchase Common Stock | \$ 4.03 | | | | | 05/19/2004 | 05/18/2009 | Common Stock | 77,505 |
| Warrant to Purchase Common Stock | \$ 3.61 | | | | | 05/19/2004 | 05/18/2009 | Common Stock | 15,506 |
| Warrant to Purchase Common Stock | \$ 3.86 | | | | | 05/19/2004 | 05/18/2009 | Common Stock | 21,998 |
| Warrant to Purchase Common Stock | \$ 4.03 | | | | | 05/19/2004 | 05/18/2009 | Common Stock | 21,081 |
| 6% Convertible Debenture | \$ 3.61 | | | | | 05/19/2004 | 05/19/2009 | Common Stock | 88,644 |
| Warrant to Purchase Common Stock | \$ 3.86 | | | | | 05/19/2004 | 05/18/2009 | Common Stock | 10,352 |

Stock

Warrant to

| | | | | | |
|----------|---------|------------|------------|--------|-------|
| Purchase | \$ 4.03 | 05/19/2004 | 05/18/2009 | Common | 9,920 |
| Common | | | | Stock | |
| Stock | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025 | | | | See Explanation |
| Riley Investment Management LLC 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025 | | | | See Explanation |

Signatures

/s/ Bryant Riley 05/08/2008

__Signature of Date
Reporting Person

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) Sole equity owner of Riley Investment Management LLC, General Partner of Riley Investment Partners Master Fund, L.P.
- (2) Sole indirect equity owner of B. Riley and Co., LLC.
- (3) Custodian for Mr. Riley's children.
- (4) As converted to common stock basis.
- (5) Joint account holder with spouse.
- (6) Trustee of the B. Riley and Co. Retirement Trust.

Remarks:

This amendment is being filed to correct the previously filed Form 4. The previously filed Form 4 erroneously included secur

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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