Edgar Filing: ITERIS, INC. - Form 4

| ITERIS, IN | C. | | | | | | | | | |
|---|---|--|---|--|--|--|--|--|---|--|
| Form 4 | | | | | | | | | | |
| September 2 | | | | | | | | 0145.4 | | |
| FORM | | STATES | SECU | DITIES / | | | COMMISSIO | | PPROVAL | |
| | UNITED | | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | 3235-0287 | | |
| Check t if no lor | nger | | | | | | | Expires: | January 31, 2005 | |
| subject Section Form 4 Form 5 | to STATEN 16. or | | | SECU | RITIES | | WNERSHIP OF | Estimated burden hou response | average urs per | |
| obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| a) of the I | Public U | Itility Hol | ding Com | | nge Act of 1934, of 1935 or Secti 940 | | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> SLUTZKY JOEL | | | 2. Issuer Name and Ticker or Trading Symbol ITERIS, INC. [ITI] | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | |
| (Last) | (Month/Day/Year) 09/19/2008 | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| | (Street) | | | endment, D onth/Day/Yea | - | | | Joint/Group Fili y One Reporting P More than One R | erson | |
| SANTA A | NA, CA 92705 | | | | | | Person | | epotting | |
| (City) | (State) | (Zip) | Tab | ole I - Non-l | Derivative S | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deema Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | | A) or of (D) | 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) | |
| Reminder: Re | port on a separate line | e for each cla | ass of sec | | | | or indirectly. | | | |
| Persons who respond to the colle information contained in this form required to respond unless the fo displays a currently valid OMB co number. | | | | | | n are not orm | SEC 1474 (9-02) | | | |
| | Tah | le II - Deriv | ative Sec | curities Aco | mired. Disr | osed of. or | Beneficially Owne | d | | |

(*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. I |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities | Der |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Sec |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired | | | (In |

| | Derivative Security | | | (D) | posed tr. 3, | | | | | |
|----------------------------|------------------------|------------|--------|------|-----------------|-----|---------------------|--------------------|-----------------|--|
| | | | Code N | 7 (A | A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options right to buy | \$ 2.1 | 09/19/2008 | А | 5,0 | 000 | | <u>(1)</u> | 09/19/2018 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|---|------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SLUTZKY JOEL 1700 CARNEGIE AVE, SUITE 100 SANTA ANA, CA 92705 | Х | | | |
| Signatures | | | | |
| /s/ Jim Miele - Attorney-in-fact | 09/22/2008 | 8 | | |
| **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) Options are immediately exercisable optionee shall acquire a vested interest in the option shares in a series of four equal annual installments upon optionee's completion of each year of service measured from the grant.

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.