Edgar Filing: ITERIS, INC. - Form 4

ITERIS, INC Form 4									
September 2									PPROVAL
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio	ger o 16. or Filed pur	suant to S	ection 1	SECUE 6(a) of th	RITIES le Securit	ties Excha	WNERSHIP OF	Estimated burden hou response	irs per
may con See Instr 1(b).	tinue. Section 17(•	•	iy Act of 1	of 1935 or Secti 940	OII	
(Print or Type]	Responses)								
1. Name and A THOMAS	Address of Reporting TOM		Symbol	er Name and S, INC. [I]		Trading	5. Relationship o Issuer		
(Last) 1515 S. MA	(First) (1			f Earliest T Day/Year) 2006	ransaction		(Cho X_ Director Officer (giv below)		e) % Owner er (specify
ANAHEIM	(Street)			endment, Da nth/Day/Yea	-	1			erson
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Person cquired, Disposed	of. or Beneficia	llv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	d Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4	ies (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
Reminder: Rep	port on a separate line	e for each cla	ss of sect	urities benet	Perso inform requir	ns who rest nation cont ed to respo lys a curren	or indirectly. pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	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				(A) orDisposed of(D)(Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option right to buy	\$ 2.54	09/14/2006	А		5,000		<u>(1)</u>	09/14/2016	Common Stock	5,000	5

Reporting Owners

Reporting Owner Name / Address		Relationsl	nips	
	Director	10% Owner	Officer	Other
THOMAS TOM 1515 S. MANCHESTER ANAHEIM, CA 92802	X			
Signatures				
/s/ Jim Miele - Attorney-in-fact	09/	27/2006		
**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).
- Options are immediately exercisable Optionee shall acquire a vested interest in the option shares and the Corporation's repurchase right (1) shall accordingly lapse with respect to the option shares in a series of four successive equal annual installments upon optionee's cessation of Board service.

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.