Chambers James A Form 3 August 22, 2017

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Chambers James A

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

08/21/2017

ITERIS, INC. [ITI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

1700 CARNEGIE AVE, SUTIE 100

(Street)

(Check all applicable)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Senior Vice President Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

SANTA ANA, CAÂ 92705

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

Ownership

(Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration

Date

Title Amount or Number of Shares

Derivative Security

Security: Direct (D) or Indirect

(I)

(Instr. 5)

Stock Option (right to Common Â 08/17/2018(1) 08/16/2027 100,000 \$ 5.9 D Stock buy)

Reporting Owners

SANTA ANA, CAÂ 92705

**Signature of Reporting Person

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Chambers James A 1700 CARNEGIE AVE Â Â Senior Vice President Â **SUTIE 100**

Date

Signatures

/s/Andy Schmidt, 08/22/2017 Attorney-in-fact

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).
- Stock option becomes exercisable in a series of four (4) successive annual installments upon the Participant's completion of each year of service over the four (4)-year period measured from the grant date (August 17, 2017).

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.

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