

ITERIS, INC.  
Form 5  
May 13, 2008

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**SLUTZKY JOEL**  
  
(Last) (First) (Middle)  
  
1700 CARNEGIE AVE, SUITE 100  
  
(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**05/13/2008**

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

SANTA ANA, CA 92705

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Amount	Price			
Common Stock	12/07/2007	Â	G	10,000 D	\$ (1) 1,880,142	I	From Trust		
Common Stock	12/31/2007	Â	G	5,000 D	\$ (2) 1,875,142	I	From Trust		
Common Stock	12/31/2007	Â	G	5,000 D	\$ (2) 1,870,142	I	From Trust		
Common Stock	12/31/2007	Â	G	5,000 D	\$ (2) 1,865,142	I	From Trust		
	02/11/2008	Â	G	5,000 D	\$ (2) 1,860,142	I			

Common Stock									From Trust
Common Stock	02/11/2008	Â	G	5,000	D	\$ (2)	1,855,142	I	From Trust
Common Stock	02/11/2008	Â	G	5,000	D	\$ (2)	1,850,142	I	From Trust
Common Stock	04/16/2008	Â	G	7,000	D	\$ (2)	1,843,142	I	From Trust

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

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**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. Price of Underlying Security (Instr. 6)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLUTZKY JOEL 1700 CARNEGIE AVE, SUITE 100 SANTA ANA, CA 92705	Â X	Â	Â	Â

**Signatures**

/s/ James Miele, Attorney in Fact      05/13/2008

\*\*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).

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(1) This was a charity gift

(2) This was a gift

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