ITERIS, INC. Form 4 February 14, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Blair Thon	Symbol	r Name and	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)		f Earliest T	ransaction	Director	ck all applicable	,	
1700 CAR	NEGIE AVE	02/13/2	Day/Year) 017		X_ Officer (give below)			
	4. If Ame	endment, D	ate Original	6. Individual or Joint/Group Filing(Check				
SANTA A	NA, CA 92705	Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acq	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				` ′	Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect (I)	Benefic Owners (Instr. 4
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/13/2017		S		400	D	\$ 5.02	32,525	D	
Common Stock	02/13/2017		S		200	D	\$ 5.011	32,325	D	
Common Stock	02/13/2017		S		800	D	\$ 5.01	31,525	D	
Common Stock	02/13/2017		S		200	D	\$ 5	31,325	D	
Common Stock	02/13/2017		S		100	D	\$ 4.99	31,225	D	

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common Stock	02/13/2017	S	2,600	D	\$ 4.96	28,625	D
Common Stock	02/13/2017	S	400	D	\$ 4.98	28,225	D
Common Stock	02/13/2017	S	5,110	D	\$ 4.97	23,115	D
Common Stock	02/13/2017	S	3,020	D	\$ 4.95	20,095	D
Common Stock	02/13/2017	S	410	D	\$ 4.94	19,685	D
Common Stock	02/13/2017	S	1,100	D	\$ 4.93	18,585	D
Common Stock	02/13/2017	S	100	D	\$ 4.92	18,485	D
Common Stock	02/13/2017	S	11,900	D	\$ 4.91	6,585	D
Common Stock	02/13/2017	S	6,585	D	\$ 4.9	0	D

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	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	rNumber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8)	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr	. 3 and 4)		
	Security					Acquired						
	-					(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
						,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							Lacicionole	Duic		of		
				Code	V	(A) (D)				Shares		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr Edgar Filing: ITERIS, INC. - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blair Thomas N

1700 CARNEGIE AVE Sr. Vice President

SANTA ANA, CA 92705

Signatures

/s/ Thomas Blair 02/14/2017

**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).

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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