Blair Thomas N Form 4 March 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

D

D

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

03/09/2018

03/12/2018

Stock

Stock

Common

See Instruction

Blair Thomas N			Symbol ITERIS	Symbol ITERIS, INC. [ITI]				Issuer (Check all applicable)		
(Last) (First) (Middle) 1700 CARNEGIE AVE			(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018				Director 10% Owner X Officer (give title Other (specify below)		Owner
	SANTA AN	(Street) JA, CA 92705		endment, Da nth/Day/Year	Č			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	•	rson
	(City)	(State)	(Zip) Tabl	le I - Non-D	erivative S	Securi		ired, Disposed of	, or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securiti n(A) or Dis (Instr. 3, 4)	(A) or (D)	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)
	Common	02/00/2019		M	10 750	٨	¢ 1 01	19 750	D	

18,750 A

18,750 D

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

M

S

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.

SEC 1474

(9-02)

\$ 4.91 18,750

Edgar Filing: Blair Thomas N - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option right to buy	\$ 4.91	03/09/2018		M	18,750	<u>(1)</u>	03/02/2027	Common Stock	18,750

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
Plair Thomas M							

Blair Thomas N

1700 CARNEGIE AVE Sr. Vice President SANTA ANA, CA 92705

Signatures

/s/ Andrew Schmidt, Attorney-in-fact for Tom
Blair
03/13/2018

**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).

Relationships

Option shall vest in four equal successive annual installments upon participant's completion of each year of service over the four (4) year period measured from the vesting commencement date.

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.

Reporting Owners 2