

ITERIS, INC.  
Form 3  
July 18, 2014

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Christensen Craig A                     |         | (Month/Day/Year)                     | ITERIS, INC. [ITI]   |  |
| (Last)                                    | (First) | (Middle)                             | 07/14/2014   |  |
| 1700 CARNEGIE AVE                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SANTA ANA,Â CAÂ 92705                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Interim CFO, VP, & Controller  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,500   | D  | Â   |

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

SEC 1473 (7-02)

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**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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                             |                           |            |              | Shares |         | (I)<br>(Instr. 5) |   |
|-----------------------------|---------------------------|------------|--------------|--------|---------|-------------------|---|
| Stock Option (right to buy) | 08/09/2013 <sup>(1)</sup> | 08/08/2022 | Common Stock | 20,000 | \$ 1.51 | D                 | Â |
| Stock option (Right to buy) | 07/29/2014 <sup>(2)</sup> | 07/28/2023 | Common Stock | 15,000 | \$ 1.81 | D                 | Â |
| Restricted Stock unit       | 08/10/2013 <sup>(3)</sup> | 08/10/2016 | Common Stock | 7,500  | \$ 0    | D                 | Â |
| Restricted Stock Unit       | 07/29/2014 <sup>(4)</sup> | 07/29/2017 | Common Stock | 10,000 | \$ 0    | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Christensen Craig A<br>1700 CARNEGIE AVE<br>SANTA ANA, CA 92705 | Â             | Â         | Â Interim CFO, VP, & Controller | Â     |

## Signatures

/s/ Craig Christensen 07/18/2014

\*\*Signature of Reporting Person Date

## 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).
- (1) Stock option becomes exercisable in a series of four (4) successive equal annual installments measured from the grant date (08/09/2012)
- (2) Stock option becomes exercisable in a series of four (4) successive equal annual installments measured from the grant date (07/29/2013)
- (3) Restricted Stock Unit vests in four equal annual installments measured from the grant date of 08/09/2012. The original grant was for 10,000 units, which 2,500 vested and was issued on 08/10/2013
- (4) Restricted Stock Unit vest in four equal annual installments measured from the grant date of 07/29/2013

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.