Edgar Filing: ITERIS, INC. - Form 4

ITERIS, IN Form 4										
September FORM	ЛЛ								PPROVAL	
	UNITED	STATES			AND EXC , D.C. 205		COMMISSIO	N OMB Number:	3235-0287	
Check t if no los	nger							Expires:	January 31, 2005	
subject Section Form 4 Form 5	to STATEN 16. or			SECUI	RITIES		WNERSHIP OI	Estimated burden hou response	average urs per	
obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the I	Public U	Jtility Hol		pany Act	nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> THOMAS TOM			2. Issuer Name and Ticker or Trading Symbol ITERIS, INC. [ITI]			Frading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
1700 CARNEGIE AVE, SUITE 100			(Month/Day/Year) 09/19/2008				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)			endment, D onth/Day/Yea	ate Original r)			Joint/Group Fili y One Reporting P More than One R	erson	
SANTA A	NA, CA 92705						Person	whole than one R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V		A) or 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)	
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	ficially own	ed directly o	or indirectly.			
					Person inform require	as who res ation cont ed to respo /s a curre	spond to the colle ained in this form and unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	
	Tab	le II - Deriv	vative Sec	curities Acc	uired. Disn	osed of. or	Beneficially Owne	d		

(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(In

	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options right to buy	\$ 2.1	09/19/2008	А	5,000	(1)	09/19/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
THOMAS TOM 1700 CARNEGIE AVE, SUITE 100 SANTA ANA, CA 92705	X				
Signatures					
/s/ Jim Miele - Attorney-in-fact	09/22/2008	3			
<u>**</u> 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).
- (1) Options are immediately exercisable optionee shall acquire a vested interest in the option shares in a series of four equal annual installments upon optionee's completion of each year of service measured from the grant 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.