

ITERIS, INC.
Form 4
May 31, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RILEY BRYANT R

(Last) (First) (Middle)

**11100 SANTA MONICA BLVD.,
SUITE 810**

(Street)

LOS ANGELES, CA US 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ITERIS, INC. [ITI]

3. Date of Earliest Transaction
(Month/Day/Year)

05/29/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		Footnote 1 (1)
Common Stock						2,914,520 I	
Common Stock						41,667 I	Footnote 2 (2)
Common Stock						41,000 I	Footnote 3 (3)
Common Stock	05/29/2007		P	50,000 A	\$ 2.2548	182,307 D (4)	
Common Stock	05/31/2007		P	50,000 A	\$ 2.4244	232,307 D (4)	

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

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(9-02)

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant to Purchase Common Stock	\$ 3.86					05/19/2004	05/18/2009	Common Stock	80,875	
Warrant to Purchase Common Stock	\$ 4.03					05/19/2004	05/18/2009	Common Stock	77,505	
Warrant to Purchase Common Stock	\$ 3.61					05/19/2004	05/18/2009	Common Stock	15,506	
Warrant to Purchase Common Stock	\$ 3.86					05/19/2004	05/18/2009	Common Stock	21,998	
Warrant to Purchase Common Stock	\$ 4.03					05/19/2004	05/18/2009	Common Stock	21,081	
6% Convertible Debenture	\$ 3.61					05/19/2004	05/19/2009	Common Stock	88,644	
Warrant to Purchase	\$ 3.86					05/19/2004	05/18/2009	Common Stock	10,352	

Common
Stock

Warrant to
Purchase
Common
Stock

\$ 4.03

05/19/2004 05/18/2009

Common
Stock 9,920

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025		X		
Riley Investment Partners Master Fund, L.P. 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025		X		
Riley Investment Management LLC 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025		X		

Signatures

/s/ Bryant Riley 05/31/2007

**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) Sole equity owner of Riley Investment Management LLC, General Partner of Riley Investment Partners Master Fund, L.P.
- (2) Bryant Riley, as controlling shareholder of B. Riley and Co. Inc.
- (3) Bryant Riley, as trustee of the B. Riley and Co. Retirement Trust.
- (4) Bryant Riley, as holder of a joint account with his spouse.
- (5) Bryant Riley, as custodian for his children. Reporting Persons disclaim beneficial ownership of these securities.
- (6) As converted to common stock basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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