

ITERIS, INC.
Form 5
May 13, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SLUTZKY JOEL

(Last) (First) (Middle)

1700 CARNEGIE AVE, SUITE 100

(Street)

2. Issuer Name and Ticker or Trading Symbol
ITERIS, INC. [ITI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/13/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SANTA ANA, CA 92705

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
| | | | | (A) or (D) | Amount | Price | | | |
| Common Stock | 12/07/2007 | Â | G | 10,000 D | \$ (1) 1,880,142 | I | From Trust | | |
| Common Stock | 12/31/2007 | Â | G | 5,000 D | \$ (2) 1,875,142 | I | From Trust | | |
| Common Stock | 12/31/2007 | Â | G | 5,000 D | \$ (2) 1,870,142 | I | From Trust | | |
| Common Stock | 12/31/2007 | Â | G | 5,000 D | \$ (2) 1,865,142 | I | From Trust | | |
| | 02/11/2008 | Â | G | 5,000 D | \$ (2) 1,860,142 | I | | | |

| | | | | | | | | | |
|--------------|------------|---|---|-------|---|--------|-----------|---|------------|
| Common Stock | | | | | | | | | From Trust |
| Common Stock | 02/11/2008 | Â | G | 5,000 | D | \$ (2) | 1,855,142 | I | From Trust |
| Common Stock | 02/11/2008 | Â | G | 5,000 | D | \$ (2) | 1,850,142 | I | From Trust |
| Common Stock | 04/16/2008 | Â | G | 7,000 | D | \$ (2) | 1,843,142 | I | From Trust |

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

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SEC 2270 (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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SLUTZKY JOEL 1700 CARNEGIE AVE, SUITE 100 SANTA ANA, CA 92705 | Â X | Â | Â | Â |

Signatures

/s/ James Miele, Attorney in Fact 05/13/2008

__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).

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(1) This was a charity gift

(2) This was a gift

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