

ITERIS, INC.

Form 4

January 28, 2008

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

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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)
01/24/2008

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/24/2008		S	V	Amount	D	\$
					3,900		2.8008
					908,123	I	Footnote 1 (1)
Common Stock					200,212	I	Footnote 2 (2)
Common Stock					41,000	I	Footnote 3 (3)
Common Stock					1,993,805	I	Footnote 4 (4)
Common Stock					33,333	D (7)	

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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 01/28/2008

__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).

- (1) Sole equity owner of Riley Investment Management LLC, General Partner of Riley Investment Partners Master Fund, L.P.
- (2) Sole indirect equity owner of B. Riley and Co., LLC.
- (3) Trustee of the B. Riley and Co. Retirement Trust.
- (4) Sole equity owner of Riley Investment Management LLC, investment adviser to managed accounts of advisory clients, some of which are indirectly affiliated with Mr. Riley or Riley Investment Partners Master Fund, L.P.
- (5) Custodian for Mr. Riley's children.
- (6) As converted to common stock basis.
- (7) Joint account holder with spouse.

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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