

ITERIS, INC.  
Form 4  
February 23, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCKHANN GREG

(Last) (First) (Middle)  
1515 S. MANCHESTER AVE  
(Street)

ANAHEIM, CA 92802

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2007

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)  
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/21/2007		X		6,250 A \$ 0.54	D	48,300
Common Stock	02/21/2007		S		1,350 (1) D \$ 2.48	D	46,950
Common Stock	02/21/2007		S		1,200 (1) D \$ 2.46	D	45,750
Common Stock	02/21/2007		S		100 (1) D \$ 2.4	D	45,650
Common Stock	02/21/2007		S		3,100 (1) D \$ 2.45	D	42,550



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- (1) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person dated November 29, 2006
- (2) The option shall become exercisable for the option shares in a series of four successive equal annual installments measured from the vesting commencement 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.