

I2 TECHNOLOGIES INC
 Form 4
 June 02, 2006

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 *
VARIA HITEN D

2. Issuer Name and Ticker or Trading Symbol
I2 TECHNOLOGIES INC [ITWO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
I2, 11701 LUNA ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Greater APAC & Ch Cust Off

DALLAS, TX 75234
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title
			Code	V					
Restricted Stock Units	<u>1</u>	05/31/2006	05/31/2006	A	16,943		05/15/2007 ⁽²⁾	⁽²⁾	Common Stock
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D		1,200	⁽⁴⁾	12/14/2013	Common Stock
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D		30,823	⁽⁶⁾	12/14/2013	Common Stock
Stock Options (Right to Buy)	\$ 52.5	05/31/2006	05/31/2006	D		8,000	⁽⁸⁾	11/16/2013	Common Stock
Stock Options (Right to Buy)	\$ 143.75	05/31/2006	05/31/2006	D		8,000	⁽¹⁰⁾	02/17/2012	Common Stock
Stock Options (Right to Buy)	\$ 181.75	05/31/2006	05/31/2006	D		1,200	⁽¹²⁾	11/15/2011	Common Stock
Stock Options (Right to Buy)	\$ 104.5	05/31/2006	05/31/2006	D		8,000	⁽¹⁴⁾	10/29/2011	Common Stock
Stock Options (Right to Buy)	\$ 405.5	05/31/2006	05/31/2006	D		10,000	⁽¹⁵⁾	04/26/2011	Common Stock
Stock Options (Right to Buy)	\$ 248.44	05/31/2006	05/31/2006	D		24,000	⁽¹⁷⁾	09/30/2009	Common Stock
Stock Options (Right to Buy)	\$ 208.59	05/31/2006	05/31/2006	D		15,199	⁽¹⁹⁾	06/08/2009	Common Stock

Stock Options (Right to Buy)	\$ 87.11	05/31/2006	05/31/2006	D	7,887	<u>(21)</u>	10/20/2008	Common Stock
Stock Options (Right to Buy)	\$ 122.27	05/31/2006	05/31/2006	D	3,200	<u>(23)</u>	08/10/2008	Common Stock
Stock Options (Right to Buy)	\$ 127.73	05/31/2006	05/31/2006	D	3,520	<u>(25)</u>	12/14/2007	Common Stock
Stock Options (Right to Buy)	\$ 87.5	05/31/2006	05/31/2006	D	7,200	<u>(27)</u>	06/22/2007	Common Stock
Stock Options (Right to Buy)	\$ 93.95	05/31/2006	05/31/2006	D	6,400	<u>(29)</u>	02/05/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARIA HITEN D I2 11701 LUNA ROAD DALLAS, TX 75234			EVP-Greater APAC & Ch Cust Off	

Signatures

Robin Gunter,
Attorney-in-Fact

06/02/2006

**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) Each restricted stock unit represents a contingent right to receive one share of ITWO common stock.
- (2) The restricted stock units vest in two equal annual installments beginning May 15, 2007.
On May 31, 2006, i2 Technologies canceled, pursuant to i2's Option Exchange Program, various option grants issued to the reporting person totalling 134,629 shares with exercise prices of \$46.25 and above. In exchange for these options, the reporting person received a grant for 16,943 restricted stock units.
- (3) On May 31, 2006, i2 Technologies canceled, pursuant to i2's Option Exchange Program, various option grants issued to the reporting person totalling 134,629 shares with exercise prices of \$46.25 and above. In exchange for these options, the reporting person received a grant for 16,943 restricted stock units.
- (4) The canceled option was fully vested.
- (5) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 240 restricted stock units.

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- (6) The canceled option provided for vesting as to 1% on 12-15-2003; 24% on 12-15-2004; the remaining shares vested in 36 equal monthly installments thereafter.
- (7) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 6,163 restricted stock units.
- (8) The canceled option provided for vesting as to 1% on 02-17-2003; 24% on 02-17-2004; the remaining shares vested in 36 equal monthly installments thereafter.
- (9) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 1600 restricted stock units.
- (10) The canceled option provided for vesting as to 25% on 02-18-2003; the remaining shares vested in 36 equal monthly installments thereafter.
- (11) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 727 restricted stock units.
- (12) The canceled option provided for vested in 24 equal monthly installments beginning 12-16-2001.
- (13) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 109 restricted stock units.
- (14) The canceled option provided for vesting as to 12.5% on 04-30-2002; the remaining options vested in 42 equal monthly installments thereafter.
- (15) The canceled option provided for vesting as to 12.5% on 10-27-2001; the remaining shares vsted in 42 equal monthly installments thereafter.
- (16) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 138 restricted stock units.
- (17) The canceled option provided for vesting in four equal annual installments beginning on 10-01-2000.
- (18) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 2,181 restricted stock units.
- (19) The canceled option provided for vesting in four equal annual installments beginning on 06-09-2000.
- (20) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 1,381 restricted stock units.
- (21) The canceled option provided for vesting in four equal annual installments beginning 10-21-1999.
- (22) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 1,125 restricted stock units.
- (23) The canceled option provided for vesting in four equal annual installments beginning 08-11-1999.
- (24) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 290 restricted stock units.
- (25) The canceled option provided for vesting in four equal annual installments beginning 12-15-1998.
- (26) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 320 restricted stock units.
- (27) The canceled option provided for vesting in four equal annual installments beginning 06-23-1998.
- (28) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 1,028 restricted stock units.
- (29) The canceled option provided for vesting in four equal annual installments beginning 02-06-1998.
- (30) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 914 restricted stock units.

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.