

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 *
 Wardak M Miriam

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

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

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

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

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)
 Sr. VP, Human Resources

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.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units	<u>(1)</u>	05/31/2006	05/31/2006	A	954	05/15/2007 ⁽²⁾	⁽²⁾	Common Stock	954
Stock Options (right to buy)	\$ 46.25	05/31/2006	05/31/2006	D	1,139	⁽⁴⁾	12/14/2013	Common Stock	1,139
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D	166	⁽⁶⁾	12/14/2013	Common Stock	166
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D	479	⁽⁴⁾	12/14/2013	Common Stock	479
Stock Options (Right to Buy)	\$ 52.5	05/31/2006	05/31/2006	D	1,600	⁽⁹⁾	11/16/2013	Common Stock	1,600
Stock Options (Right to Buy)	\$ 143.75	05/31/2006	05/31/2006	D	7	⁽¹¹⁾	02/17/2012	Common Stock	7
Stock Options (Right to Buy)	\$ 143.75	05/31/2006	05/31/2006	D	359	⁽¹¹⁾	02/17/2012	Common Stock	359
Stock Options (Right to Buy)	\$ 181.75	05/31/2006	05/31/2006	D	166	⁽¹⁴⁾	11/15/2011	Common Stock	166
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	17	⁽¹⁶⁾	10/16/2011	Common Stock	17
Stock Options	\$ 107.25	05/31/2006	05/31/2006	D	440	⁽¹⁷⁾	10/16/2011	Common Stock	440

(Right to Buy)

Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	219	<u>(19)</u>	10/16/2011	Common Stock	219
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	439	<u>(21)</u>	10/16/2011	Common Stock	439
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	1,199	<u>(22)</u>	10/16/2011	Common Stock	1,199
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	8	<u>(24)</u>	10/16/2011	Common Stock	8
Stock Options (Right to Buy)	\$ 553.91	05/31/2006	05/31/2006	D	80	<u>(26)</u>	11/28/2009	Common Stock	80
Stock Options (Right to Buy)	\$ 553.91	05/31/2006	05/31/2006	D	200	<u>(26)</u>	11/28/2009	Common Stock	200
Stock Options (Right to Buy)	\$ 261.72	05/31/2006	05/31/2006	D	320	<u>(27)</u>	10/03/2009	Common Stock	320
Stock Options (Right to Buy)	\$ 150.78	05/31/2006	05/31/2006	D	160	<u>(29)</u>	04/18/2009	Common Stock	160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wardak M Miriam 11701 LUNA ROAD DALLAS, TX 75234			Sr. VP, Human Resources	

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 6,998 shares with exercise prices of \$46.25 and above. In exchange for these options, the reporting person received a grant for 954 restricted stock units.
- (3) 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.
- (4) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 227 restricted stock units.
- (5) The canceled option was fully vested.
- (6) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 33 restricted stock units.
- (7) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 96 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 320 restricted stock units.
- (10) The canceled option provided for vested as to 25% on 01-21-2003; 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 2 restricted stock units.
- (12) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 32 restricted stock units.
- (13) The canceled option provided for vesting as to 25% on 12-16-2001; the remaining shares vested in 36 equal monthly installments thereafter.
- (14) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 15 restricted stock units.
- (15) The canceled option provided for vesting as to 25% on 04-14-2001; the remaining shares vested in 36 equal monthly installments thereafter.
- (16) The canceled option provided for vesting as to 25% on 07-20-2001; the remaining share vested in 36 equal monthly installments thereafter.
- (17) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 39 restricted stock units.
- (18) The canceled option provided for vesting as to 25% on 02-19-2002; the remaining shares vested in 36 equal monthly installments thereafter.
- (19) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 19 restricted stock units.
- (20) The canceled option provided for vesting as to 25% on 11-15-2001; the remaining shares vested in 36 equal monthly installments thereafter.
- (21) The canceled option provided for vesting as to 25% on 04-17-2002; the remaining shares vested in 36 equal monthly installments thereafter.
- (22) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 108 restricted stock units.
- (23) The canceled option provided for vesting as to 25% on 08-17-2002; the remaining shares vested in 36 equal monthly installments thereafter.
- (24)

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- (25) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 1 restricted stock unit.
- (26) The canceled option provided for vesting in 4 equal annual installments beginning 11-29-2000.
- (27) The canceled option provided for vesting in four equal annual installments beginning 10-04-2000.
- (28) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 4 restricted stock units.
- (29) The canceled option provided for vesting in four equal annual installments beginning 04-19-2000.
- (30) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 14 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.