

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