

I2 TECHNOLOGIES INC
 Form 4
 May 19, 2008

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 *
CHATTERJEE PALLAB K

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Executive Officer

(Street)

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

DALLAS, TX 75234

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 05/15/2008 | 05/15/2008 | M | 5,800 A \$ 0 | 27,317 | D | |
| Common Stock | | | | | 2,880 | I | By son |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (1) | 05/15/2008 | 05/15/2008 | M | 5,800 | (2) | (2) | Common Stock |
| Stock Options (Right to Buy) | \$ 11 | 05/19/2008 | 05/19/2008 | A | 200,000 | 05/19/2008(3) | 05/18/2018 | Common Stock |
| Restricted Stock Units | (1) | 05/19/2008 | 05/19/2008 | A | 45,000 | (4) | (4) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHATTERJEE PALLAB K I2 11701 LUNA ROAD DALLAS, TX 75234 | | | Chief Executive Officer | |

Signatures

Robin Gunter, Attorney
in Fact 05/19/2008

**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) 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 on May 15, 2007 and May 15, 2008.
Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and
- (3) exercisable as to 2,000 of the underlying shares; 24% of the underlying shares shall vest and become exercisable on May 19, 2009; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.
- (4) The restricted stock units vest in three equal installments on November 19, 2008, May 19, 2010 and May 19, 2011.

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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