

CLEMMER RICHARD L  
Form 4  
February 01, 2010

**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 \*  
CLEMMER RICHARD L

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 TECHNOLOGIES, INC., 11701 LUNA ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2010

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

(Street)

DALLAS, TX 75234

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

(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)
				(A) or (D)	Price		
Common Stock	01/28/2010		D	V	16,959	D	
					\$ 0 (1)		

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.6	01/28/2010		D		4,250		05/19/2006	05/18/2016	Common Stock	4,250
Stock Options (Right to Buy)	\$ 12.25	01/28/2010		D		10,129		05/28/2009	05/27/2019	Common Stock	10,129
Stock Options (Right to Buy)	\$ 12.27	01/28/2010		D		9,849		05/29/2008	05/28/2018	Common Stock	9,849
Stock Options (Right to Buy)	\$ 12.55	01/28/2010		D		4,250		05/31/2007	05/30/2016	Common Stock	4,250
Stock Options (Right to Buy)	\$ 12.96	01/28/2010		D		8,000		07/26/2005	07/25/2015	Common Stock	8,000
Stock Options (Right to Buy)	\$ 15.53	01/28/2010		D		5,920		08/21/2006	08/20/2016	Common Stock	5,920
Stock Options (Right to Buy)	\$ 16.75	01/28/2010		D		320		12/16/2004	12/15/2014	Common Stock	320
Stock Options (Right to Buy)	\$ 18.7	01/28/2010		D		5,740		05/29/2007	05/28/2017	Common Stock	5,740
Stock Options (Right to Buy)	\$ 20.5	01/28/2010		D		4,000		06/07/2004	06/06/2014	Common Stock	4,000



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