

WATERHOUSE LLOYD G  
 Form 4  
 February 01, 2010

**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 \*  
**WATERHOUSE LLOYD G**  
  
 (Last) (First) (Middle)  
**I2 TECHNOLOGIES, INC., 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)  
**01/28/2010**

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)

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 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	39,332	D	
					\$ 0 (1)		
					0		D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.36	01/28/2010		D	4,000	04/21/2005 04/20/2015	Common Stock	4,000	
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 05/30/2017	Common Stock	4,250	
Stock Options (Right to Buy)	\$ 12.96	01/28/2010		D	6,000	07/26/2005 07/25/2015	Common Stock	6,000	
Stock Options (Right to Buy)	\$ 15.53	01/28/2010		D	7,585	08/21/2006 08/21/2016	Common Stock	7,585	
Stock Options (Right to Buy)	\$ 18.7	01/28/2010		D	5,740	05/29/2007 05/28/2017	Common Stock	5,740	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERHOUSE LLOYD G I2 TECHNOLOGIES, INC.	X			

11701 LUNA ROAD  
DALLAS, TX 75234

## Signatures

Robin Gunter,  
Attorney-in-Fact

02/01/2010

\*\*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) On November 4, 2009, i2 Technologies, Inc. (i2) and JDA Software Group, Inc. (JDA) entered into a merger agreement which provided for a merger in which i2 would become a wholly-owned subsidiary of JDA. The Merger became effective on January 28, 2010. At the effective time of the Merger, each outstanding share of i2 common stock converted into the right to receive (i) \$12.70 in cash and (ii) 0.2562 shares of JDA common stock (together, the "Merger Consideration"). The closing sales price of JDA common stock on the NASDAQ on the closing date was \$27.68. Accordingly, the value of the Merger Consideration on the Closing Date for each share of i2 common stock was \$19.79 ( $\$12.70 + 7.09 = \$ 19.79$ ).

(2) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$31,907.23 and 644 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(3) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$49,011.26 and 989 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(4) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 47,530.01 and 959 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(5) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 19,746.29 and 398 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(6) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$26,298.43 and 530 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(7) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$20,735.91 and 418 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(8) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 4,015.10 and 81 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

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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