

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 *
DONOHOO ROBERT C

(Last) (First) (Middle)
 I2, 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, Secretary & Gen Counsel

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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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	A or N of
				Code	V				
Restricted Stock Units	<u>1</u>	05/31/2006	05/31/2006	A	3,970	05/15/2007 ⁽²⁾	⁽²⁾	Common Stock	3
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D	266	⁽⁴⁾	12/14/2013	Common Stock	
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D	3,921	⁽⁶⁾	12/14/2013	Common Stock	3
Stock Options (Right to Buy)	\$ 52.5	05/31/2006	05/31/2006	D	10,000	⁽⁸⁾	11/16/2013	Common Stock	1
Stock Options (Right to Buy)	\$ 143.75	05/31/2006	05/31/2006	D	1,400	⁽¹⁰⁾	02/17/2012	Common Stock	
Stock Options (Right to Buy)	\$ 181.75	05/31/2006	05/31/2006	D	266	⁽¹²⁾	11/15/2011	Common Stock	
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	1,320	⁽¹⁴⁾	10/16/2011	Common Stock	
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	1,319	⁽¹⁶⁾	10/16/2011	Common Stock	
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	219	⁽¹⁶⁾	10/16/2011	Common Stock	
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	439	⁽¹⁹⁾	10/16/2011	Common Stock	

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Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	1,999	<u>(21)</u>	10/16/2011	Common Stock
Stock Options (Right to Buy)	\$ 107.25	05/31/2006	05/31/2006	D	799	<u>(23)</u>	10/16/2011	Common Stock
Stock Options (Right to Buy)	\$ 553.91	05/31/2006	05/31/2006	D	899	<u>(25)</u>	11/28/2009	Common Stock
Stock Options (Right to Buy)	\$ 197.66	05/31/2006	05/31/2006	D	24	<u>(27)</u>	09/06/2009	Common Stock
Stock Options (Right to Buy)	\$ 195.31	05/31/2006	05/31/2006	D	899	<u>(29)</u>	07/25/2009	Common Stock
Stock Options (Right to Buy)	\$ 87.11	05/31/2006	05/31/2006	D	1,600	<u>(31)</u>	10/20/2008	Common Stock
Stock Options (Right to Buy)	\$ 127.73	05/31/2006	05/31/2006	D	480	<u>(33)</u>	12/14/2007	Common Stock
Stock Options (Right to Buy)	\$ 87.5	05/31/2006	05/31/2006	D	400	<u>(35)</u>	06/22/2007	Common Stock
Stock Options (Right to Buy)	\$ 93.95	05/31/2006	05/31/2006	D	80	<u>(37)</u>	02/05/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONOHOO ROBERT C I2 11701 LUNA ROAD DALLAS, TX 75234			Sr VP, Secretary & Gen Counsel	

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 26,330 shares with exercise prices of \$46.25 and above. In exchange for these options, the reporting person received a grant for 3,970 restricted stock units.
- (3) The canceled option was fully vested.
- (4) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 53 restricted stock units.
- (5) 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.
- (6) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 782 restricted stock units.
- (7) The canceled option provided for vesting as to 1% on 11-17-2003; 24% on 02-17-2004; the remaining shares vested in 36 equal monthly installments thereafter.
- (8) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 2,000 restricted stock units.
- (9) The canceled option provided for vesting as to 25% on 01-21-2003; the remaining shares vested in 36 equal monthly installments thereafter.
- (10) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 127 restricted stock units.
- (11) The canceled option provided for vesting in 24 equal monthly installments beginning 12-16-2001.
- (12) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 24 restricted stock units.
- (13) The canceled option provided for vesting as to 25% on 11-20-2001; the remaining shares vested in 36 equal monthly installments thereafter.
- (14) Pursuant to i2's Option Exchange Program, in exchange for this option, the reporting person received 120 restricted stock units.
- (15) The canceled option provided for vesting as to 25% on 09-18-2001; the remaining shares vested in 36 equal monthly installments thereafter.
- (16) Pursuant to i2's Option Exchange Program, in exchange for this option, the reporting person received 119 restricted stock units.
- (17) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 19 restricted stock units.
- (18) The canceled option provided for vesting as to 25% on 07-01-2001; 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 39 restricted stock units.
- (20) The canceled option provided for vesting as to 25% on 04-17-2002; the remaining shares vested in 36 equal monthly installments thereafter.
- (21) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 181 restricted stock units.
- (22) The canceled option provided for vesting as to 25% on 08-17-2002; the remaining shares vested in 36 equal monthly installments thereafter.
- (23) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 72 restricted stock units.
- (24) The canceled option provided for vesting in four equal annual installments beginning 11-29-2000.
- (25) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 12 restricted stock units.
- (26)

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- (27) The canceled option provided for vesting in four equal annual installments beginning 08-27-2000.
- (28) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 2 restricted stock units.
- (29) The canceled option provided for vesting in four equal annual installments beginning 07-26-2000.
- (30) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 81 restricted stock units.
- (31) The canceled option provided for vesting in four equal annual installments beginning 10-21-1999.
- (32) Pursuant to i2's Option Exchange Program in exchange for this option, reporting person received 228 restricted stock units.
- (33) The canceled option provided for vesting in four equal annual installments beginning on 12-15-1998.
- (34) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 43 restricted stock units.
- (35) The canceled option provided for vesting in four equal annual installments beginning 06-23-1998.
- (36) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 57 restricted stock units.
- (37) The canceled option provided for vesting in four equal annual installments beginning 02-06-1998.
- (38) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 11 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.