Edgar Filing: I2 TECHNOLOGIES INC - Form 4

	OLOGIES INC									
Form 4 July 01, 200	19									
FORM	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A ashington			COMMISSIO	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	to STATE 16.	MENT O	F CHAI	NGES IN SECUI		Expires: Estimated burden hou response	urs per			
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and AMALGA		2. Issuer Name and Ticker or Trading Symbol I2 TECHNOLOGIES INC [ITWO]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		of Earliest T			(Check all applicable)			
301 COMN 3200	· · ·	(Month/Day/Year) 06/30/2009				Director X 10% Owner Officer (give title below) Other (specify below)				
	(Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)					iginal 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person				
FORT WO	RTH, TX 76102						_X_ Form filed by Person	y More than One F	Reporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code Disposed of (D)		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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(1150. 5 and 4)			
Reminder: Re	port on a separate lin	e for each cl	ass of sec	curities bene	Pers infor	ons who res mation cont	spond to the colle tained in this form	n are not	SEC 1474 (9-02)	
							ond unless the fo ntly valid OMB co			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of				(
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2.5% Series B Convertible Preferred Stock	\$ 23.15	06/30/2009		J <u>(1)</u>		1,355		(2)	(2)	Common Stock	58,531

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
AMALGAMATED GADGET LP 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102		Х		
SCEPTER HOLDINGS INC 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102		Х		
RAYNOR GEOFFREY 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102		Х		
Signaturaa				

Signatures

Brandon Teague, Director of Trading for Scepter Holdings, Inc., general partner of Amalgamated Gadget, L.P.						
<u>**</u> Signature of Reporting Person	Date					
Brandon Teague, Director of Trading for Scepter Holdings, Inc.						
**Signature of Reporting Person	Date					
Brandon Teague, Attorney-in-Fact for Geoffrey P. Raynor						
<u>**</u> 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) Received pursuant to a stock dividend paid on i2 Technologies, Inc.'s 2.5% Series B Convertible Preferred Stock.

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(2) The Preferred Stock is immediately convertible into Common Stock at a conversion rate of 43.1965 shares of Common Stock per share of Preferred Stock. Unless earlier redeemed or converted, the Preferred Stock automatically converts into Common Stock on June 3, 2014.

All shares reported herein as being owned by Amalgamated Gadget, LP ("Amalgamated") were acquired by Amalgamated, for and on behalf of R2 Investments, LDC, or its subsidiary R2 Top Hat, Ltd. (collectively, "R2"), pursuant to an Investment Management

(3) behalf of R2 investments, LDC, of its substituity R2 rop Hat, Etd. (conectivery, R2), pursuant to an investment Management
 Agreement. Pursuant to such Agreement, Amalgamated has sole voting and dispositive power of such shares and R2 has no beneficial ownership of such shares.

This filing shall not be deemed an admission that Amalgamated is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934 (the "Act"). Scepter Holdings, Inc. ("Scepter") is the general partner of Amalgamated, which is the

(4) holder of the shares reported herein. Geoffrey P. Raynor ("Raynor") is the sole shareholder of Scepter. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Act, each of Scepter and Raynor is deemed to be the beneficial owner of any shares beneficially owned by Amalgamated only to the extent of the greater of his or its respective direct or indirect interest.

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.