

I2 TECHNOLOGIES INC  
 Form 4  
 February 01, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**VARIA HITEN D**

(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)  
 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)  
 EVP, Field Sales, COO

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		
				Code	V	Amount	
Common Stock	01/28/2010		D		91,773	D	\$ 0 (1) 48,149 D
Common Stock (2)	01/28/2010		D		48,149	D	\$ 0 (1) 0 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: I2 TECHNOLOGIES INC - Form 4

**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 Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Options (Right to Buy)	\$ 15.87	01/28/2010		D	25,000	02/20/2006	02/19/2016	Common Stock	25,000
Stock Options (Right to Buy)	\$ 7.54	01/28/2010		D	35,000	05/17/2005	05/16/2015	Common Stock	35,000
Stock Options (Right to Buy)	\$ 12.33	01/28/2010		D	29,410	02/19/2008	02/18/2018	Common Stock	29,410
Stock Options (Right to Buy)	\$ 13.82	01/28/2010		D	25,000	10/25/2005	10/24/2015	Common Stock	25,000
Stock Options (Right to Buy)	\$ 16.25	01/28/2010		D	4,000	08/16/2004	08/15/2014	Common Stock	4,000
Stock Options (Right to Buy)	\$ 22.5	01/28/2010		D	10,000	08/30/2002	08/29/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 25.7	01/28/2010		D	15,000	02/19/2007	02/18/2017	Common Stock	15,000
Restricted Stock Units	\$ 0	01/28/2010		D	18,000	12/31/2011	05/20/2011	Common Stock	18,000

