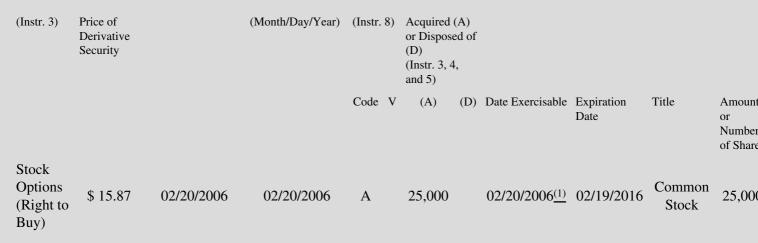
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12 TECHNOLOG	IES INC								
Form 4									
February 22, 200	6								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB A	OMB APPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 1 Public U	NGES IN SECUI 16(a) of th Itility Hol nvestmen	Estimated burden hou response	urs per					
(Print or Type Respon	nses)								
1. Name and Address of Reporting Person <u>*</u> VARIA HITEN D			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)	3. Date of Earliest Transaction			(Ché	eck all applicabl	e)	
I2, 11701 LUNA ROAD			(Month/Day/Year) 02/20/2006				Director 10% Owner X_ Officer (give title Other (specify below) below) EVP & Pres Greater APAC Region		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
DALLAS, TX 7	5234						_X_ Form filed by Form filed by Person	One Reporting Po More than One R	
(City) (State)	(Zip)	Tah	le I - Non-l	Dorivativa	Securities A	Acquired, Disposed	of or Bonoficia	lly Ownod
	nnsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or 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
Damindar: Danart an	a congrata lina	for each al	nee of acc	urities hare	ficially or	ned directly	or indirectly		
Reminder: Report on	a separate inte	or each cl	ass of sec	unues dene	Perso inforn requir	ns who res nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
VARIA HITEN D I2 11701 LUNA ROAD DALLAS, TX 75234			EVP & Pres Greater APAC Region				
Signatures							
Robin Gunter, Attorney in Fact	02/2	22/2006					

**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).

Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and
 (1) exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on February 20, 2007; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

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.