## Edgar Filing: I2 TECHNOLOGIES INC - Form 4

I2 TECHNOLOC Form 4 June 02, 2006	GIES INC								
									PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									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).	STATEM Filed pur Section 17(	WNERSHIP OF nge Act of 1934, of 1935 or Secti 1940	Estimated burden hoi response	urs per					
(Print or Type Respo	onses)								
1. Name and Address WATERHOUSE	Symbol	er Name <b>an</b> o CHNOLO		or Trading NC [ITWO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O I2 TECHNO INC., 11701 LU	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2006			XDirector10% Owner Officer (give titleOther (specify below)below)					
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				nal	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
DALLAS, TX 7	5234						Person		1 0
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	ve Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	ed (A) or ed of (D) , 4 and 5) (A) or	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)
Reminder: Report or	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.								

 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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)								
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.55	05/31/2006	05/31/2006	A		4,250		05/31/2007 <u>(1)</u>	05/30/2016	Common Stock	4,250

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WATERHOUSE LLOYD G C/O I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234	Х						
Signatures							
Robin Gunter, Attorney-in-Fact	06/02/	06/02/2006					

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- \*\* 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 Automatic Option Grant Program of the i2 Technologies, Inc. 1995 Stock Option/Stock
   (1) Issuance Plan. Such award is immediately exercisable and shall vest as to one third of the underlying shares each May 31, 2007, 2008 and 2009.

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.