Edgar Filing: I2 TECHNOLOGIES INC - Form 4

| I2 TECHNOL | LOGIES INC | | | | | | | | | |
|---|--|---|---|-------------|-----------|---|--|---------------------------------------|---|--|
| Form 4 | | | | | | | | | | |
| May 17, 2007 | , | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | OMB APPROVAL | | |
| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0287 | | |
| Check this box | | | | | | | Expires: | January 31 | | |
| if no longe subject to | STATEM | ENT OF CHAN | GES IN F | BENEFI | CIA | L OW | NERSHIP OF | Estimated average | | |
| Section 16 | i. | SECURITIES | | | | | | burden hours per response 0.5 | | |
| Form 4 or Form 5 | | | | | | | | | | |
| obligation | | uant to Section 1 | | | | | - | | | |
| may contin | nue. Section 17(a) |) of the Public U 30(h) of the In | | | | | | n | | |
| See Instruct 1(b). | ction | 50(II) of the III | vestment | Company | y Act | 01 19 | 40 | | | |
| 1(0). | | | | | | | | | | |
| (Print or Type Ro | esponses) | | | | | | | | | |
| | | | | | | Reporting Person(s) to | | | | |
| Harvey John | | - | Symbol I2 TECHNOLOGIES INC [ITWO] | | | | (Check all applicable) | | | |
| | | 12 TEC | | | | | | | | |
| (Last) | (First) (M | | 3. Date of Earliest Transaction | | | | | | | |
| | | | (Month/Day/Year) 05/15/2007 | | | | Director 10% Owner X Officer (give title Other (specify | | | |
| | LUNA ROAD | 05/15/2 | 007 | | | | below) | below) | | |
| 1100., 11701 | Louin Rolid | | | | | | Vice Pres | s & General Co | unsel | |
| | | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | V 75024 | Filed(Mor | nth/Day/Year) | | | | Applicable Line) _X_Form filed by Form filed by N | One Reporting Po More than One Ro | | |
| DALLAS, T | A 73234 | | | | | | Person | | | |
| (City) | (State) (Z | Zip) Tabl | e I - Non-De | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | | | SecuritiesFBeneficially(I)OwnedInFollowing(I) | 6. Ownership Form: Direct D) or | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| (msu. 5) | | (Month/Day/Year) | | | | | | Indirect (I) (Instr. 4) | | |
| | | | | | | | Reported | | | |
| | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 05/15/2007 | 05/15/2007 | М | 171 | А | \$0 | 171 | 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.

 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. Transactic Code (Instr. 8) | 5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date tive (Month/Day/Year) ies ed | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price Derivat Securit (Instr. 5 |
|---|---|---|---|--|--|---|--------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 05/15/2007 | 05/15/2007 | М | 171 | (2) | (2) | Common Stock | 171 | \$ C |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Harvey John C/O I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234 | | | Vice Pres & General Counsel | | | | |
| Signatures | | | | | | | |

gu

Robin Gunter, 05/17/2007 Attorney-in-Fact

**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 i2 Technologies, Inc. (ITWO) common stock.

(2) The restricted stock units vest in two equal annual installments on May 15, 2007 and May 15, 2008.

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.