CLEMMER RICHARD L

Form 4 June 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	ddress of Reporting F RICHARD L	Symbol	•			5. Relationship of Reporting Person(s) to Issuer		
			I2 TECHNOLOGIES INC [ITWO]			(Check all applicable)		
(Last)	(First) (M	(Iiddle) 3. Date of	Earliest Transaction	on				
		(Month/D	•		_X_ Director		6 Owner	
12 TECHNO LUNA ROA	OLOGIES INC, 11 AD	1701 05/28/20	009		Officer (gives below)	below)	er (specify	
	(Street)	4. If Ame	ndment, Date Orig	nal	6. Individual or	Joint/Group Fili	ng(Check	
F			Filed(Month/Day/Year)			Applicable Line)		
DALLAS, T	X 75234		_X_ Form filed by One R Form filed by More t Person				e Reporting Person re than One Reporting	
(City)	(State) (Zip) Tabl	e I - Non-Derivati	ve Securities Ac	equired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Se	curities	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execu		Execution Date, if	on Date, if TransactionAcquired (A) or			Securities Form: Direct Indirect		
(Instr. 3)		any	•	osed of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8) (Instr	. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
					Following Reported	(Instr. 4)	(Instr. 4)	
				(A)	Transaction(s)			
			Code V Amo	or ant (D) Price	(Instr. 3 and 4)			
Common			Code v Amo	unt (D) Price				
Stock	05/28/2009	05/28/2009	A 5,10	2 A \$0	16,959	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	\$ 12.25	05/28/2009	05/28/2009	A	10,129	05/28/2009(1)	05/27/2019	Common Stock	10,129

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
CLEMMER RICHARD L 12 TECHNOLOGIES INC 11701 LUNA ROAD DALLAS, TX 75234	X				

Signatures

Robin Gunter, Attorney-in-Fact 06/01/2009

**Signature of Reporting Person Date
Description

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) Award of stock option grant pursuant to the Automatic Grant Program of the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is fully exercisable and will vest in three equal annual installments each May 28, 2010, 2011 and 2012.

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.

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