

I2 TECHNOLOGIES INC
 Form 3
 February 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Harvey John		(Month/Day/Year)	I2 TECHNOLOGIES INC [ITWO]	
(Last)	(First)	(Middle)	02/13/2007	
C/O I2 TECHNOLOGIES, INC., Â 11701 LUNA ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS, Â TX Â 75234			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP & General Counsel	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Options (Right to Buy)	02/13/2007	08/29/2012	Common Stock	600	\$ 22.5	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽¹⁾	06/20/2014	Common Stock	480	\$ 24	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽¹⁾	06/20/2014	Common Stock	264	\$ 24	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽²⁾	12/19/2014	Common Stock	240	\$ 16.75	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽³⁾	05/16/2015	Common Stock	863	\$ 7.54	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽³⁾	05/16/2015	Common Stock	1,000	\$ 7.54	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽⁴⁾	05/14/2015	Common Stock	1,120	\$ 12.8	D	Â
Stock Options (Right to Buy)	02/13/2007 ⁽⁴⁾	05/14/2016	Common Stock	450	\$ 12.8	D	Â
Restricted Stock Units	05/15/2007 ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	343	\$ ⁽⁷⁾	D	Â
Restricted Stock Units	08/21/2007 ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	2,500	\$ ⁽⁷⁾	D	Â

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	Â	Â	Â VP & General Counsel	Â

Signatures

Robin Gunter,
Attorney-in-Fact

02/21/2007

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 June 21, 2005; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.
 - (2) Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on December 20, 2005; the

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remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

- Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on May 17, 2006; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.
- (3) Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on May 15, 2007; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.
- (4) Award of restricted stock units pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. The units vest in two equal annual installments on May 15, 2007 and 2008.
- (5) Award of restricted stock units pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. The restricted stock units vest as to 33% of the underlying securities on August 21, 2007; the remaining 67% shall vest on August 21, 2008.
- (6) Each restricted stock unit represents a contingent right to receive one share of ITWO common stock
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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