

I2 TECHNOLOGIES INC  
 Form 4  
 June 02, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**CHATTERJEE PALLAB K**

(Last) (First) (Middle)  
 I2, 11701 LUNA ROAD  
 (Street)

DALLAS, TX 75234

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**I2 TECHNOLOGIES INC [ITWO]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/31/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, Sol Ops, Ch Del Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>1</u>	05/31/2006	05/31/2006	A	11,600		05/15/2007 <sup>(2)</sup>	<sup>(2)</sup>	Common Stock
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D		800	<sup>(4)</sup>	12/14/2013	Common Stock
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D		25,739	<sup>(4)</sup>	12/14/2013	Common Stock
Stock Options (Right to Buy)	\$ 52.5	05/31/2006	05/31/2006	D		18,000	<sup>(7)</sup>	11/16/2013	Common Stock
Stock Options (Right to Buy)	\$ 143.75	05/31/2006	05/31/2006	D		4,000	<sup>(9)</sup>	02/17/2012	Common Stock
Stock Options (Right to Buy)	\$ 160	05/31/2006	05/31/2006	D		6,000	<sup>(11)</sup>	11/25/2011	Common Stock
Stock Options (Right to Buy)	\$ 181.75	05/31/2006	05/31/2006	D		800	<sup>(13)</sup>	11/15/2011	Common Stock
Stock Options (Right to Buy)	\$ 104.5	05/31/2006	05/31/2006	D		9,999	<sup>(15)</sup>	10/29/2011	Common Stock
Stock Options (Right to Buy)	\$ 405.5	05/31/2006	05/31/2006	D		16,000	<sup>(17)</sup>	04/26/2011	Common Stock
Stock Options (Right to Buy)	\$ 958.59	05/31/2006	05/31/2006	D		42,000	<sup>(19)</sup>	01/11/2010	Common Stock

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHATTERJEE PALLAB K I2 11701 LUNA ROAD DALLAS, TX 75234			EVP, Sol Ops, Ch Del Officer	

# Signatures

Robin Gunter, 06/02/2006  
 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 shares of ITWO common stock.
- (2) The restricted stock units vest in two equal annual installments beginning May 15, 2007.  
 On May 31, 2006, i2 Technologies canceled, pursuant to i2's Option Exchange Program, various option grants issued to the reporting person totalling 123,338 shares with exercise prices of \$46.25 and above. In exchange for these options, the reporting person received a grant for 11,600 restricted stock units.
- (3) The canceled option provided for vesting as to 1% on 12-15-2003; 24% on 12-15-2004; the remaining shares vested in 36 equal monthly installments thereafter.
- (4) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 160 restricted stock units.
- (5) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 5,147 restricted stock units.
- (6) The canceled option provided for vesting as to 1% on 11-17-2003; 24% on 02-17-2004; the remaining shares vested in 36 equal monthly installments thereafter.
- (7) Pursuant to i2's Option Exchange Program in exchange for this option, reporting person received 3,600 restricted stock units.
- (8) The canceled option provided for vesting as to 25% on 02-18-2003; the remaining shares vested in 36 equal monthly installments thereafter.
- (9) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 363 restricted stock units.
- (10) The canceled option provided for vesting as to 12.5% on 05-26-2002; the remaining shares vested in 42 equal monthly installments thereafter.
- (11) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 545 restricted stock units.
- (12) The canceled option provided for vesting in 24 equal monthly installments beginning 12-16-2001.
- (13) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 72 restricted stock units.
- (14) The canceled option provided for vesting as to 12.5% on 04-30-2002; the remaining shares vested in 42 equal monthly installments thereafter.
- (15) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 908 restricted stock units.
- (16) The canceled option provided for vesting as to 12.5% on 10-27-2001; the remaining shares vested in 42 equal monthly installments thereafter.
- (17) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 222 restricted stock units.
- (18) The canceled option provided for vesting in four equal annual installments beginning 01-12-2001.
- (19)

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(20) Pursuant to i2's Option Exchange Program, in exchange for this option, reporting person received 583 restricted stock units.

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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