

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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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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

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

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

DALLAS, TX 75234
 (City) (State) (Zip)

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

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 ⁽²⁾	⁽²⁾	Common Stock
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D		800	⁽⁴⁾	12/14/2013	Common Stock
Stock Options (Right to Buy)	\$ 46.25	05/31/2006	05/31/2006	D		25,739	⁽⁴⁾	12/14/2013	Common Stock
Stock Options (Right to Buy)	\$ 52.5	05/31/2006	05/31/2006	D		18,000	⁽⁷⁾	11/16/2013	Common Stock
Stock Options (Right to Buy)	\$ 143.75	05/31/2006	05/31/2006	D		4,000	⁽⁹⁾	02/17/2012	Common Stock
Stock Options (Right to Buy)	\$ 160	05/31/2006	05/31/2006	D		6,000	⁽¹¹⁾	11/25/2011	Common Stock
Stock Options (Right to Buy)	\$ 181.75	05/31/2006	05/31/2006	D		800	⁽¹³⁾	11/15/2011	Common Stock
Stock Options (Right to Buy)	\$ 104.5	05/31/2006	05/31/2006	D		9,999	⁽¹⁵⁾	10/29/2011	Common Stock
Stock Options (Right to Buy)	\$ 405.5	05/31/2006	05/31/2006	D		16,000	⁽¹⁷⁾	04/26/2011	Common Stock
Stock Options (Right to Buy)	\$ 958.59	05/31/2006	05/31/2006	D		42,000	⁽¹⁹⁾	01/11/2010	Common Stock

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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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