

I2 TECHNOLOGIES INC  
 Form 3  
 October 25, 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 * Â SRIVASTAVA ADITYA (Last) (First) (Middle)  11701 LUNA ROAD (Street)  DALLAS,Â TXÂ 75234 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2007	3. Issuer Name and Ticker or Trading Symbol I2 TECHNOLOGIES INC [ITWO]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & Ch Technology Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	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
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**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)
Common Stock	9,862	D	Â

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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	



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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 December 20, 2005; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

- (4) 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 June 21, 2005; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

- (5) 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 February 19, 2008; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

- (6) The restricted stock units will vest on May 15, 2008.

- (7) Each restricted stock unit represents a contingent right to receive one share of ITWO common stock.

- (8) The restricted stock units will vest on August 21, 2008.

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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