

I2 TECHNOLOGIES INC  
 Form 4  
 June 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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**

(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
			Code	V					
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



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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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