

I2 TECHNOLOGIES INC  
 Form 4  
 February 01, 2010

**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

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 \*  
**VARIA HITEN D**

(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)  
 01/28/2010

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, Field Sales, COO

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 Following 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)	Price		
			Code	V	Amount		
Common Stock	01/28/2010		D		\$ 0 (1)	48,149	D
Common Stock <sup>(2)</sup>	01/28/2010		D		\$ 0 (1)	0	D

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

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SEC 1474  
 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Options (Right to Buy)	\$ 15.87	01/28/2010		D	25,000	02/20/2006	02/19/2016	Common Stock	25,000
Stock Options (Right to Buy)	\$ 7.54	01/28/2010		D	35,000	05/17/2005	05/16/2015	Common Stock	35,000
Stock Options (Right to Buy)	\$ 12.33	01/28/2010		D	29,410	02/19/2008	02/18/2018	Common Stock	29,410
Stock Options (Right to Buy)	\$ 13.82	01/28/2010		D	25,000	10/25/2005	10/24/2015	Common Stock	25,000
Stock Options (Right to Buy)	\$ 16.25	01/28/2010		D	4,000	08/16/2004	08/15/2014	Common Stock	4,000
Stock Options (Right to Buy)	\$ 22.5	01/28/2010		D	10,000	08/30/2002	08/29/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 25.7	01/28/2010		D	15,000	02/19/2007	02/18/2017	Common Stock	15,000
Restricted Stock Units	\$ 0	01/28/2010		D	18,000	12/31/2011	05/20/2011	Common Stock	18,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARIA HITEN D I2 11701 LUNA ROAD DALLAS, TX 75234			EVP, Field Sales, COO	

## Signatures

Robin Gunter,  
Attorney-in-Fact

02/01/2010

\_\_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) On November 4, 2009, i2 Technologies, Inc. (i2) and JDA Software Group, Inc. (JDA) entered into a merger agreement which provided for a merger in which i2 would become a wholly-owned subsidiary of JDA. The Merger became effective on January 28, 2010. At the effective time of the Merger, each outstanding share of i2 common stock converted into the right to receive (i) \$12.70 in cash and (ii) 0.2562 shares of JDA common stock (together, the "Merger Consideration"). The closing sales price of JDA common stock on the NASDAQ on the closing date was \$27.68. Accordingly, the value of the Merger Consideration on the Closing Date for each share of i2 common stock was \$19.79 ( $\$12.70 + 7.09 = \$ 19.79$ ).

(2) These shares represent former shares of performance-based restricted stock units that, pursuant to the terms of the restricted stock unit agreements and the Merger Agreement, vested immediately prior to the effective time of the Merger.

(3) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 62,890.35 and 1,269 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(4) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 275,145.28 and 5,551 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(5) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$140,796.47 and 2,840 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(6) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 95,779.43 and 1,932 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(7) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 9,084.74 and 183 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(8) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled.

(9) The restricted stock unit, which provided for vesting in two equal annual installments beginning December 31, 2010, was cancelled in the merger in exchange for a cash payment of \$228,600.00 and 4,611 shares of JDA common stock, for a total value of \$356,220.00, representing the Merger Consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.