

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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sinnadurai Surkunaligam		(Month/Day/Year)	I2 TECHNOLOGIES INC [ITWO]	
(Last)	(First)	(Middle)	10/15/2007	
11701 LUNA ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
DALLAS,Â TXÂ 75234		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SVP, CIO, Mng Dir India		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

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

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Stock Options (Right to Buy)	05/17/2005 <sup>(1)</sup>	05/16/2015	Common Stock	1,751	\$ 7.54	D	Â
Stock Options (Right to Buy)	05/17/2005 <sup>(1)</sup>	05/16/2015	Common Stock	2,001	\$ 7.54	D	Â
Stock Options (Right to Buy)	05/15/2006 <sup>(2)</sup>	05/14/2016	Common Stock	4,500	\$ 12.8	D	Â
Stock Options (Right to Buy)	05/15/2006 <sup>(2)</sup>	05/14/2016	Common Stock	1,500	\$ 12.8	D	Â
Stock Options (Right to Buy)	07/26/2005 <sup>(3)</sup>	07/25/2015	Common Stock	5,626	\$ 12.96	D	Â
Stock Options (Right to Buy)	05/15/2006 <sup>(2)</sup>	08/20/2016	Common Stock	2,000	\$ 15.53	D	Â
Stock Options (Right to Buy)	12/20/2004 <sup>(4)</sup>	12/19/2014	Common Stock	1,917	\$ 16.75	D	Â
Stock Options (Right to Buy)	10/15/2007	08/29/2012	Common Stock	1,999	\$ 22.5	D	Â
Stock Options (Right to Buy)	06/21/2004 <sup>(5)</sup>	06/20/2014	Common Stock	2,399	\$ 24	D	Â
Stock Options (Right to Buy)	06/21/2004 <sup>(5)</sup>	06/20/2014	Common Stock	1,199	\$ 24	D	Â
Stock Options (Right to Buy)	02/19/2007 <sup>(6)</sup>	02/18/2017	Common Stock	10,000	\$ 25.7	D	Â
Restricted Stock Units	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	532	\$ <sup>(8)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sinnadurai Surkunalingham 11701 LUNA ROAD DALLAS, TX 75234	Â	Â	Â SVP, CIO, Mng Dir India	Â

## Signatures

Robin Gunter, Attorney  
in Fact

10/25/2007

        Signature of Reporting Person

        Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) 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 securities; 24% of the underlying securities shall become vested and exercisable on May 17, 2006;

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the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

- (2) 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 securities; 24% of the underlying securities shall vest and become exercisable on May 15, 2007; the 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 securities; 24% of the underlying securities shall vest and become exercisable on July 26, 2006; 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 securities; 24% of the underlying securities shall vest and become exercisable on December 20, 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 securities; 24% of the underlying securities shall vest and become exercisable on June 21, 2005; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

- (6) 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 securities; 24% of the underlying securities shall vest and become exercisable on February 19, 2008; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

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

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

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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