

Harvey John
Form 4
February 01, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Harvey John

(Last) (First) (Middle)

C/O I2 TECHNOLOGIES, INC., 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)
SVP, Secretary & Gen Counsel

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) | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/17/2009 | | G | V | 2,000 | D \$ 0 | 8,176 | D |
| Common Stock | 09/08/2009 | | G | V | 200 | D \$ 0 | 7,976 | D |
| Common Stock | 11/03/2009 | | G | V | 200 | D \$ 0 | 17,035 | D |
| Common Stock | 01/28/2010 | | D | | 17,035 | D <u>\$ 0 (1)</u> | 15,926 | D |
| Common Stock <u>(2)</u> | 01/28/2010 | | D | | 15,926 | D <u>\$ 0 (1)</u> | 0 | D |

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

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(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 (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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 7.54 | 01/28/2010 | | D | 1,863 | 02/13/2007 | 05/16/2015 | Common Stock | 1,863 |
| Stock Options (Right to Buy) | \$ 12.33 | 01/28/2010 | | D | 22,060 | 02/19/2008 | 02/18/2018 | Common Stock | 22,060 |
| Stock Options (Right to Buy) | \$ 12.8 | 01/28/2010 | | D | 1,120 | 02/13/2007 | 05/14/2015 | Common Stock | 1,120 |
| Stock Options (Right to Buy) | \$ 12.8 | 01/28/2010 | | D | 450 | 02/13/2007 | 05/14/2016 | Common Stock | 450 |
| Stock Options (Right to Buy) | \$ 16.75 | 01/28/2010 | | D | 240 | 02/13/2007 | 12/19/2014 | Common Stock | 240 |
| Stock Options (Right to Buy) | \$ 19.34 | 01/28/2010 | | D | 30,000 | 05/21/2007 | 05/20/2017 | Common Stock | 30,000 |
| Stock Options (Right to Buy) | \$ 22.5 | 01/28/2010 | | D | 600 | 02/13/2007 | 08/29/2012 | Common Stock | 600 |

| | | | | | | | | |
|------------------------------|---------|------------|---|--------|------------|------------|--------------|--------|
| Stock Options (Right to Buy) | \$ 24 | 01/28/2010 | D | 744 | 02/13/2007 | 06/20/2014 | Common Stock | 744 |
| Stock Options (Right to Buy) | \$ 25.7 | 01/28/2010 | D | 5,000 | 02/19/2007 | 02/18/2017 | Common Stock | 5,000 |
| Restricted Stock Units | \$ 0 | 01/28/2010 | D | 10,000 | 11/19/2008 | 05/20/2011 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harvey John C/O I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234 | | | SVP, Secretary & Gen Counsel | |

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 \$ 14,645.59 and 295 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 \$ 105,609.32 and 2,130 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 \$ 5,024.04 and 101 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 \$ 2,018.59 and 41 shares of JDA common stock, representing the difference between the value of the Merger Consideration

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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 \$ 468.21 and 9 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 in exchange for a cash payment of \$ 8,663.47 and 175 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.

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

(10) The restricted stock unit, which provided for vesting in two equal annual installments beginning December 31, 2011, was cancelled in the merger in exchange for a cash payment of \$127,000.00 and 2,562 shares of JDA common stock, for a total value of \$197,900.00, 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.

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