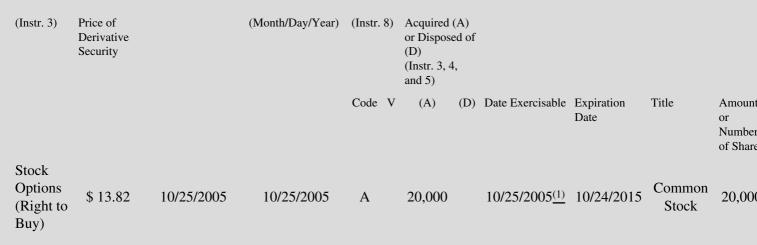
Edgar Filing: BERRY MICHAEL J - Form 4

BERRY MICHAE Form 4	ŝL J									
October 27, 2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:	January 31 2005	
subject to Section 16. Form 4 or								Estimated a burden hou response	average Irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ses)									
1. Name and Address of Reporting Person <u>*</u> BERRY MICHAEL J			2. Issuer Name and Ticker or Trading Symbol I2 TECHNOLOGIES INC [ITWO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (H	First) (1	Middle)	3. Date of	of Earliest T	ransaction		(Chi	eck an applicable	2)	
I2 TECHNOLOGIES, INC., 11701 LUNA ROAD			(Month/Day/Year) 10/25/2005				Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Financial Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
DALLAS, TX 75	234						Person	More than One R	eporting	
(City) (S	state)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)				3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			SecuritiesFeBeneficially(IOwned(IFollowing(IReported(I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on a	a separate line	for each cla	ass of sec	urities bene	-	-	-			
					inform require	ation cont ed to respo ys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BERRY MICHAEL J I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234			EVP & Chief Financial Officer				
Signatures							
Robin Gunter, Attorney-in-Fact	10/2	27/2005					

**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).

Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and
 (1) exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on October 18, 2006; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

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.