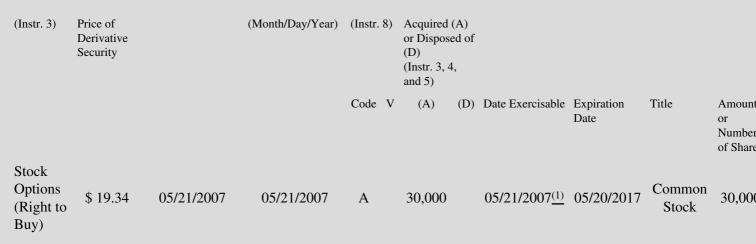
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Harvey John Form 4							
May 23, 200	лл						PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con See Instr 1(b).	ger o 16. or Filed pur ons tinue.	box 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 nue. 20(b) of the Investment Company Act of 1940					
(Print or Type	Responses)						
1. Name and Address of Reporting Person <u>*</u> Harvey John			1	d Ticker or Trading GIES INC [ITWO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) C/O I2 TECHNOLOGIES, INC., 11701 LUNA ROAD			3. Date of Earliest Transaction (Month/Day/Year) 05/21/2007		Director 10% Owner X Officer (give title Other (specify below) below) Vice President & Gen Counsel		
	(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 75234				Person	fore than One R	eporting
(City)	(State)	(Zip) Ta	able I - Non-	Derivative Securities A	Acquired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFBeneficially(1)Owned(1)Following(1)ReportedTransaction(s)(Instr. 3 and 4)	. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Re	port on a separate line	e for each class of se	ecurities bene	eficially owned directly	or indirectly.		
	·			Persons who re information con required to resp	spond to the collec tained in this form ond unless the form ently valid OMB con	are not n	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	Transacti	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		
Harvey John C/O I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234			Vice President & Gen Counsel			
Signatures						
Robin Gunter,	05/22/2007					

Attorney-in-Fact 05/23/2007

**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 February 01, 2008; 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.