12 TECHNOLOGIES INC

Form 4/A October 22, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WATERHOUSE LLOYD G			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer		
				HNOLO		C [IT	WO]	(Ch	eck all applicabl	e)
(Last)	(First) ((Middle)	3. Date of Earliest Transaction							
			(Month/D	Oay/Year)				_X_ Director		% Owner
			05/29/2	007				Officer (gives)	ve title Oth below)	er (specify
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)		
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	Date, if	ate, if TransactionAcquired (A) or			Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed of (D)			Beneficially	(D) or Indirect	Beneficial
		(Month/Da	y/Year)	(Instr. 8)	(Instr. 3, 4	4 and	5)	Owned	(I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported		
						or		Transaction(s)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of		3. Transaction Date		4.			7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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Derivative (A) or
Security Disposed of
(D)
(Instr. 3, 4, and 5)

e V (A) (D) Date Exercisable Expiration Title
Date

or Number of Shares

Amount

Stock
Options
(Right to Buy)

Stock

05/29/2007

05/29/2007

A

5,740
05/29/2007

O5/29/2007

O5/29/20

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WATERHOUSE LLOYD G

X

Signatures

Robin Gunter, Attorney-in-Fact

**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) Award of stock option grant pursuant to the Automatic Grant Program of the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is fully exercisable and will vest in three equal annual installments each May 29, 2008, 2009, and 2010.
- Per the Automatic Grant Program of the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan, the Form 4 reflected an incorrect number of option shares. The prior Form 4 reflected an increased number of option shares due to an incorrect calculation provided by i2's external compensation consultant. Accordingly, to reflect the appropriate calculation, the number of option shares has been decreased from the number previously disclosed.

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.

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