ESTRADA STEVE Form 4

August 25, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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 Departing Da

1. Name and A ESTRADA	Symbol	2. Issuer Name and Ticker or Trading Symbol I2 TECHNOLOGIES INC [ITWO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	(iddle) 3. Date of	Earliest Tra	ansaction			(Circ	еск ан аррисави	z)
		(Month/D	ay/Year)				Director		6 Owner
11701 LUN	A ROAD	08/21/20	008				X Officer (gi below) Sr V	ve title Oth below) P, Global Servic	er (specify es
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
DALLAS, T	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) c l 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/21/2008	08/21/2008	M	5,000	A	\$0	10,387	D	

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

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

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4.

5. Number

6. Date Exercisable and Expiration 7. Title and Amount

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Date		Underlying Securit	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	:)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amo
									or
						Date Exercisable	Expiration Date	Title	Num
									of
				Code V	(A) (D)				Shar
Restricted									
Stock	\$ 0 (1)	08/21/2008	08/21/2008	M	5,000	08/21/2007(2)	08/21/2008(2)	Common	5,0
Units	φ U <u>(-)</u>	00/21/2000	00/21/2000	1 V1	3,000	08/21/2007	00/21/2008(2)	Stock	3,0

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	•

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

ESTRADA STEVE 11701 LUNA ROAD DALLAS, TX 75234

1. Title of

Units

Sr VP, Global Services

Signatures

Robin Gunter, Attorney-in-Fact 08/25/2008

**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) Each restricted stock unit represents a contingent right to receive one share of ITWO common stock.
- (2) Award of restricted stock unit pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award shall vest as to 33% of the underlying shares on August 21, 2007; the remaining shares shall vest on August 21, 2008.

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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