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SRIVASTAV	A ADITYA								
Form 4									
November 21	, 2008								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL		
	Washington, D.C. 20549						OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or	ENT OF CHAN	F CHANGES IN BENEFICIAL OWNERS SECURITIES					Expires: Estimated a burden hou response	irs per	
Form 5 Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 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 1940									
(Print or Type Re	esponses)								
1. Name and Ad SRIVASTAV	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) 11701 LUNA	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2008				Director 10% Owner X Officer (give title Other (specify below) below) SVP & Ch Technology Officer			
		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			
DALLAS, T	X 75234						Form filed by M Person	More than One Ro	eporting
(City)	(State) (2	Zip) Tabl	le I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o 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	11/19/2008	11/19/2008	М	5,000	A	\$0	23,567	D	

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

Persons who respond to the collection of information contained in this form are not 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 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)	Code	5. Number ionof 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)		8. Pr Deriv Secu (Inst
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	11/19/2008	11/19/2008	М	5,000	(2)	<u>(1)</u>	Common Stock	5,000	\$

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SRIVASTAVA ADITYA 11701 LUNA ROAD DALLAS, TX 75234			SVP & Ch Technology Officer			
Signatures						
Robin Gunter, Attorney-in-Fact	11/	21/2008				

**Signature of Reporting Person

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.

Date

(2) The restricted stock units vest in three equal installments each on November 19, 2008, May 19, 2010 and May 19, 2011.

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.