Edgar Filing: SRIVASTAVA ADITYA - Form 4

SRIVASTAV	'A ADITYA								
Form 4									
December 11	, 2009								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5		F CHANGES IN BENEFICIAL OWNE SECURITIES Section 16(a) of the Securities Exchange A					Expires: Estimated a burden hou response	irs per	
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany	Act o	f 1935 or Sectio	'n	
(Print or Type R	esponses)								
1. Name and Ac 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) I2 TECHNO LUNA ROA	LOGIES, INC., 1	(Month/Da	-	nsaction			Director X Officer (give below)	10%	6 Owner er (specify
		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) Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, 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) Code V	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/09/2009 <u>(1)</u>	12/09/2009	А	9,259	A	\$0	42,826	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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
I O	Director 10% Owner		Officer	Other			
SRIVASTAVA ADITYA I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234			SVP & Chief Technology Officer				
Signatures							
Robin Gunter, Attorney-in-Fact	12/	11/2009					
<u>**</u> Signature of Reporting Person	1	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) Performance-Based Restricted Stock Units granted April 20, 2009. The performance measures have now been met and the shares will vest on December 31, 2009.

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.