

I2 TECHNOLOGIES INC  
 Form 3  
 October 25, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CUMMINGS JOHN		(Month/Day/Year)	I2 TECHNOLOGIES INC [ITWO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/15/2007		
11701 LUNA ROAD			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
DALLAS,Â TXÂ 75234			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Sr VP and Chief Mktg Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,437	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy)	07/28/2005 <sup>(1)</sup>	07/27/2015	Common Stock	65,000	\$ 13	D	Â
Stock Options (Right to Buy)	02/20/2006 <sup>(2)</sup>	02/19/2016	Common Stock	25,000	\$ 15.87	D	Â
Stock Options (Right to Buy)	02/19/2007 <sup>(3)</sup>	02/18/2017	Common Stock	10,000	\$ 25.7	D	Â
Restricted Stock Units	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	6,667	\$ <sup>(5)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMMINGS JOHN 11701 LUNA ROAD DALLAS, TX 75234	Â	Â	Â Sr VP and Chief Mktg Officer	Â

## Signatures

Robin Gunter,  
Attorney-in-Fact  
Date: 10/25/2007

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on July 28, 2006; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

(2) Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on February 20, 2007; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

(3) Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and exercisable as to 1% of the underlying shares; 24% of the underlying shares shall vest and become exercisable on February 19, 2008; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

(4) The restricted stock units will vest on August 21, 2008.

(5) Each restricted stock unit represents a contingent right to receive one share of ITWO common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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