

WILSON JACKSON L JR
 Form 4
 February 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
WILSON JACKSON L JR

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) (Middle)
I2 TECHNOLOGIES INC, 11701 LUNA ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COB, President, and CEO

DALLAS, TX 75234
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	01/28/2010			D	130,445	D	\$ 0 <u>(1)</u>
Common Stock <u>(2)</u>	01/28/2010			D	123,310	D	\$ 0 <u>(1)</u>
Common Stock	01/28/2010			D	20,000	D	\$ 0 <u>(1)</u>
						I	Wilson Family Trust

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

SEC 1474
 (9-02)

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. Transaction Code (Instr. 8)	5. Number of 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.36	01/28/2010		D		4,000		04/21/2005	04/20/2015	Common Stock	4,000
Stock Options (Right to Buy)	\$ 11	01/28/2010		D		80,000		05/19/2008	05/18/2018	Common Stock	80,000
Stock Options (Right to Buy)	\$ 12.55	01/28/2010		D		4,250		05/31/2007	05/30/2016	Common Stock	4,250
Stock Options (Right to Buy)	\$ 12.96	01/28/2010		D		6,000		07/26/2005	07/25/2015	Common Stock	6,000
Stock Options (Right to Buy)	\$ 15.53	01/28/2010		D		7,585		08/21/2006	08/20/2016	Common Stock	7,585
Stock Options (Right to Buy)	\$ 18.7	01/28/2010		D		5,740		05/29/2007	05/28/2017	Common Stock	5,740
Restricted Stock Units	\$ 0	01/28/2010		D		20,000		11/19/2008	05/20/2011	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON JACKSON L JR I2 TECHNOLOGIES INC 11701 LUNA ROAD DALLAS, TX 75234			COB, President, and CEO	

Signatures

Robin Gunter,
Attorney-in-Fact

02/01/2010

__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).

- On November 4, 2009, i2 Technologies, Inc. (i2) and JDA Software Group, Inc. (JDA) entered into a merger agreement which provided for a merger in which i2 would become a wholly-owned subsidiary of JDA. The Merger became effective on January 28, 2010. At the effective time of the Merger, each outstanding share of i2 common stock converted into the right to receive (i) \$12.70 in cash and (ii) 0.2562 shares of JDA common stock (together, the "Merger Consideration"). The closing sales price of JDA common stock on the NASDAQ on the closing date was \$27.68. Accordingly, the value of the Merger Consideration on the Closing Date for each share of i2 common stock was \$19.79 (\$12.70 + 7.09 = \$ 19.79).
- (1) These shares represent former shares of performance-based restricted stock units that, pursuant to the terms of the restricted stock unit agreements and the Merger Agreement, vested immediately prior to the effective time of the Merger.
- Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 31,907.23 and 644 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.
- (3) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$451,270.34 and 9,104 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.
- (4) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 19,746.29 and 398 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.
- (5) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 26,298.43 and 530 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.
- (6) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$20,735.91 and 418 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.
- (7) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash payment of \$ 4,015.10 and 81 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.
- (8) The restricted stock unit, which provided for vesting in two equal annual installments beginning May 19, 2010, was cancelled in the merger in exchange for a cash payment of \$254,000.00 and 5,124 shares of JDA common stock, for a total value of \$395,800.00, representing the Merger Consideration.
- (9)

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.