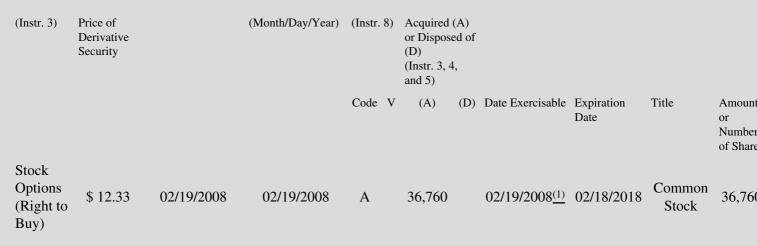
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I2 TECHNOLOO	GIES INC									
Form 4										
February 21, 200	8									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB A	OMB APPROVAL		
Washington, D.C. 20549							N OMB Number:	3235-0287		
Check this box	C							Expires:	January 31,	
if no longer subject to	F CHAN	CHANGES IN BENEFICIAL OWNERSHIP OF					2005			
Section 16. SECURITIES							Estimated burden hou			
Form 4 or							response	•		
Form 5	Filed put	rsuant to S	ection	16(a) of th	ne Securit	ties Excha	nge Act of 1934,			
obligations may continue.	Section 17((a) of the H	Public U	Itility Hol	ding Con	npany Act	of 1935 or Secti	on		
See Instruction	1	30(h)	of the In	nvestment	t Compan	y Act of 1	.940			
1(b).										
(Print or Type Respo	nses)									
()									
1. Name and Addres	Person [*]	2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer					
BERRY MICHA		Symbol								
			I2 TECHNOLOGIES INC [ITWO]				(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Ché	eck all applicabl	e)	
			(Month/Day/Year)			Director 10% Owner				
C/O I2 TECHNO	OLOGIES,		02/19/2008			_X_Officer (give title Other (specify				
INC., 11701 LU	NA ROAD						below) FVP &	below) Ch Financial Ot	fficer	
	(Cture et)		4 10 4	1		1				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				••	Applicable Line) _X_ Form filed by One Reporting Person		
DALLAS, TX 7	5234						Form filed by	More than One R		
	5251						Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of 2. Tra	ansaction Date	2A. Deeme	ed	3.	4. Securiti		5. Amount of	6. Ownership	7. Nature of	
•	nth/Day/Year)	Execution	Date, if		nAcquired			Form: Direct	Indirect	
(Instr. 3)		any (Month/Da	v/Vear)	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wonth Da	ly/ I cal)	(IIIsu: 0)	(111501. 5, -	r and <i>J</i>)	Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported	. ,	. ,	
						(A) or	Transaction(s)			
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report or	n a senarate line	e for each cla	ass of sec	urities bene	ficially own	ned directly (or indirectly			
report of	. a separate fill	e tor each ch		andes bene	-	-	spond to the colle	ection of	SEC 1474	
					inform	nation cont	tained in this form	n are not	(9-02)	
							ond unless the fo			
					displa numb		ntly valid OMB co	ontrol		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BERRY MICHAEL J C/O I2 TECHNOLOGIES, INC. 11701 LUNA ROAD DALLAS, TX 75234			EVP & Ch Financial Officer				
Signatures							
Robin Gunter, Attorney-in-Fact	02/21/	2008					
**0' (D (' D	D.						

**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).

Award of stock option grant pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award is vested and
 (1) exercisable as to 1% of the underlying securities; 24% of the underlying securities shall vest and become exercisable on February 19, 2009; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter.

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.