12 TECHNOLOGIES INC

Form 4

November 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McGrath Michael E			2. Issuer Name and Ticker or Trading Symbol I2 TECHNOLOGIES INC [ITWO]					-	5. Relationship of Reporting Person(s) to Issuer			
(Last)		(M	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2006				(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO					
		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, TX 75234 (City) (State) (Zip)									Form filed by More than One Reporting Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if	3.	ctio	4. Securiti (A) or Dis (Instr. 3, 4	es Ac	quired 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)	·	
Common Stock	11/16/2006	11/16/2000	6	M	•	11,098	A	\$ 9.01	81,098	D		
Common Stock	11/16/2006	11/16/2000	6	M		13,157	A	\$ 7.6	94,255	D		

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

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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 or 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	\$ 9.01	11/16/2006	11/16/2006	M	11,098	02/27/2005(1)	02/26/2015	Common Stock	11,098
Stock Options (Right to Buy)	\$ 7.6	11/16/2006	11/16/2006	M	13,157	12/15/2005(2)	05/18/2015	Common Stock	13,15

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
McGrath Michael E 11701 LUNA ROAD DALLAS, TX 75234	X		President & CEO				

Signatures

Robin Gunter, Attorney-in-Fact

**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).
- (1) Such award vested as to 1,000 shares on February 27, 2005; 99,000 shares vested on May 28, 2005; 100,000 shares vested on August 26, 2005; and 30,000 shares vested on November 24, 2005.
- (2) Such award vested as to 95,000 shares on December 15, 2005; the remaining shares vested on March 15, 2006.

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.

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