#### **12 TECHNOLOGIES INC**

Form 4/A June 02, 2006

# FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5

obligations may continue. See Instruction 1(b).

**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

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WATERHOUSE LLOYD G

(First) (Middle)

C/O I2 TECHNOLOGIES, INC., 11701 LUNA ROAD

(Street)

DALLAS, TX 75234

2. Issuer Name and Ticker or Trading

Symbol

12 TECHNOLOGIES INC [ITWO]

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

05/31/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

06/02/2006

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: I2 TECHNOLOGIES INC - Form 4/A

| (Instr. 3)                  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 |   | Acquired<br>(A) or<br>Disposed<br>(D)<br>(Instr. 3,<br>and 5) | d of |                  |                    |                 |  |
|-----------------------------|------------------------------------|------------|------------------|-----------|---|---|------|------------------|--------------------|-----------------|--|
|                             |                                    |            |                  | Code      | V | (A)   | (D)  | Date Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock Option (Right to Buy) | \$ 12.55                           | 05/31/2006 | 05/31/2006       | A         |   | 4,250   |      | 05/31/2006(1)    | 05/30/2016         | Common<br>Stock | 4,250                                  |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| Transfer of the second   | Director      | 10% Owner | Officer | Other |  |  |  |
| WATERHOUSE LLOYD G<br>C/O I2 TECHNOLOGIES, INC.<br>11701 LUNA ROAD<br>DALLAS, TX 75234 | X             |           |         |       |  |  |  |

## **Signatures**

Robin Gunter, Attorney-in-Fact 06/02/2006

\*\*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 Automatic Option Grant Program of the i2 Technologies, Inc. 1995 Stock Option/Stock

(1) Issuance Plan. Such award is immediately exercisable and shall vest as to one third of the underlying shares each May 31, 2007, 2008 and 2009.

### **Remarks:**

Amended to correct Date Exercisable from 05/31/2007 to 05/31/2006.

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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