

SECURITIES AND EXCHANGE COMMISSION

FORM 3

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ISSUER

**I2 TECHNOLOGIES INC**

CIK: 1009304 | IRS No.: 752294945 | State of Incorporation: DE | Fiscal Year End: 1231  
SIC: 7372 Prepackaged software

Mailing Address  
ONE 12 PLACE  
11701 LUNA RD  
DALLAS TX 75234

Business Address  
ONE 12 PLACE  
11701 LUNA RD  
DALLAS TX 75234  
4643571000

REPORTING OWNER

**WATERHOUSE LLOYD G**

CIK: 1247422  
Type: 3 | Act: 34 | File No.: 000-28030 | Film No.: 05792355

Business Address  
REYNOLDS & REYNOLDS CO.  
P.O. BOX 1824  
DAYTON OH 45401

**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

1. Name and Address of Reporting Person <u>WATERHOUSE LLOYD G</u>  (Last) (First) (Middle)  <u>11701 LUNA ROAD</u>  (Street)  <u>DALLAS, TX 75234</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year)  <u>04/21/2005</u>	3. Issuer Name and Ticker or Trading Symbol  <u>I2 TECHNOLOGIES INC [ITWH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**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)
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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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Signatures**

Robin Gunter, Attorney-in-Fact  
 \*\* Signature of Reporting Person

05/02/2005  
 Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**