

GILL EMMANUEL  
 Form 4  
 November 24, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
**GILL EMMANUEL**

(Last) (First) (Middle)

**C/O LIVEPERSON, INC., 462 SEVENTH AVENUE 3RD FLOOR**

(Street)

**NEW YORK, NY 10018**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**LIVEPERSON INC [LPSN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/22/2010**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)
				(A) or (D)	Price		
Common Stock	11/22/2010		M	5,000 A	\$ 1.65 873,454	D	
Common Stock	11/22/2010		M	5,000 A	\$ 3.49 878,454	D	
Common Stock	11/22/2010		M	10,000 A	\$ 5.41 888,454	D	
Common Stock	11/22/2010		M	10,000 A	\$ 6.54 898,454	D	
Common Stock	11/22/2010		M	5,000 A	\$ 5.24 903,454	D	

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Common Stock	11/22/2010		M	387	A	\$ 3.2	903,841	D	
Common Stock	11/22/2010		<u>S</u> <sup>(1)</sup>	35,387	D	\$ 9.5022 <u>(2)</u>	868,454	D	
Common Stock	11/24/2010		M	14,613	A	\$ 3.2	883,067	D	
Common Stock	11/24/2010		M	15,000	A	\$ 3.35	898,067	D	
Common Stock	11/24/2010		<u>S</u> <sup>(1)</sup>	29,613	D	\$ 9.5007 <u>(3)</u>	868,454	D	
Common Stock							239,949	I	Gilbridge Holdings Ltd. <sup>(4)</sup>

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

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(9-02)

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 1.65	11/22/2010		M	5,000	<u>(6)</u>	05/22/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 3.49 <sup>(5)</sup>	11/22/2010		M	5,000	<u>(6)</u>	05/27/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 5.41	11/22/2010		M	10,000	<u>(6)</u>	05/23/2016	Common Stock	10,000

Buy)

Stock Option (Right to Buy)	\$ 6.54	11/22/2010	M	10,000	(6)	06/12/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 5.24	11/22/2010	M	5,000	(6)	07/31/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 3.2	11/22/2010	M	387	(6)	06/10/2018	Common Stock	387
Stock Option (Right to Buy)	\$ 3.2	11/24/2010	M	14,613	(6)	06/10/2018	Common Stock	14,613
Stock Option (Right to Buy)	\$ 3.35	11/24/2010	M	15,000	(6)	06/09/2019 <sup>(7)</sup>	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILL EMMANUEL C/O LIVEPERSON, INC. 462 SEVENTH AVENUE 3RD FLOOR NEW YORK, NY 10018	X			

## Signatures

/s/ Monica Greenberg,  
Attorney-in-Fact

11/24/2010

\_\_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).

(1) Sales effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.

The range of prices for the shares of Common Stock sold on this day is from \$9.50 to \$9.52. Mr. Gill undertakes that he will provide,  
(2) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Common Stock sold on this day is from \$9.50 to \$9.52. Mr. Gill undertakes that he will provide,  
(3) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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- (4) These shares are held by Gilbridge Holdings Ltd., an entity over which Mr. Gill indirectly exercises control.
- (5) The exercise price reported in this filing corrects a Form 4 filed on June 1, 2004 that erroneously stated that the exercise price of this derivative security was \$3.25.
- (6) The option is immediately exercisable.
- (7) The expiration date reported in this filing corrects a Form 4 filed on June 11, 2009 that erroneously stated that the expiration date of this derivative security was June 8, 2019.

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

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