BODNER DAN
Form 4
April 11, 2011

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BODNER DAN

(Last) (First) (Middle)

330 SOUTH SERVICE ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VERINT SYSTEMS INC [VRNT]

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/08/2011		M		34,118	A	$ 17	370,498	D	
Common Stock	04/08/2011		M		6,250	A	$ 16	376,748	D	
Common Stock	04/08/2011		M		10,385	A	$ 16	387,133	D	
Common Stock	04/08/2011		S		31,602	D	$ 37.19 (1) (2)	355,531	D	
Common Stock	04/08/2011		S		19,151	D	$ 36.54	336,380	D	

						(6) (2)		
Common Stock	04/08/2011		S	28,575	D	$ 37.21 (1) (2)	307,805	D
Common Stock	04/08/2011		S	16,350	D	$ 36.54 (7) (2)	291,455	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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	$ 17	04/08/2011		M			34,118	(3)	03/05/2013	Common Stock	34,118
Employee stock option (right to buy)	$ 16	04/08/2011		M			6,250	(4)	05/21/2012	Common Stock	6,250
Employee stock option (right to buy)	$ 16	04/08/2011		M			10,385	(5)	05/21/2012	Common Stock	10,385

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
BODNER DAN 330 SOUTH SERVICE ROAD MELVILLE, NY 11747		X	President & CEO	

Signatures

/s/ Peter D. Fante, as Attorney-in-Fact for Dan Bodner	04/11/2011
**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) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from $37.00 per share to $37.25 per share.

(2) The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased or sold at each separate price.

(3) The grant of which these options are a part vested in four installments from 3/5/2004 to 3/5/2007.

(4) The grant of which these options are a part vested in three installments from 2/1/2003 to 2/1/2006.

(5) The grant of which these options are a part vested in four installments from 2/1/2003 to 2/1/2006.

(6) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from $36.20 per share to $36.95 per share.

(7) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from $36.20 per share to $36.93 per share.

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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