SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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) 12/10/2014 4. If Amendment, Date of 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	12/10/2014		M		76,638	A	$34.4	560,763	D	
Common Stock	12/10/2014		S		76,638	D	$58.45[1][2]	484,125	D	
Common Stock	12/10/2014		M		11,362	A	$34.4	495,487	D	
Common Stock	12/11/2014		S		11,362	D	$58	484,125	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	$34.4	12/10/2014		M			76,638	01/11/2010[3]	01/11/2016	Common Stock	76,638	$0	11,362	D	
Employee Stock Option	$34.4	12/10/2014		M			11,362	01/11/2010[3]	01/11/2016	Common Stock	11,362	$0	0	D	

Explanation of Responses:

1. Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from $58.00 per share to $58.88 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 fully vested on January 11, 2010.

Remarks:

/s/ Peter D. Fante, as Attorney-in-Fact for Dan Bodner   12/12/2014

** Signature of Reporting Person   Date