

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>BODNER DAN</b>  (Last) (First) (Middle) <b>330 SOUTH SERVICE ROAD</b>  (Street) <b>MELVILLE NY 11747</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VERINT SYSTEMS INC [ VRNT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/13/2010</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	04/13/2010		F		17,644 <sup>(1)(6)</sup>	D	\$27	424,741	D	
Common Stock	04/13/2010		F		9,212 <sup>(2)(6)</sup>	D	\$27	415,529	D	
Common Stock	04/13/2010		F		14,570 <sup>(3)(6)</sup>	D	\$27	400,959	D	
Common Stock	04/13/2010		F		5,935 <sup>(4)(6)</sup>	D	\$27	395,024	D	
Common Stock	04/13/2010		F		5,088 <sup>(5)(6)</sup>	D	\$27	389,936	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					

**Explanation of Responses:**

- The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 37,158 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on July 2, 2007 and reported on row 1 of Table I of the Form 4s filed on July 5, 2007 and May 26, 2009.
- The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 19,400 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on July 2, 2007 and reported on row 2 of Table I of the Form 4s filed on July 5, 2007 and May 26, 2009.
- The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 33,900 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on July 2, 2007 and reported on row 3 of Table I of the Form 4 filed on May 26, 2009.
- The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 12,500 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on May 28, 2008 and reported on row 4 of Table I of the Form 4 filed on May 26, 2009.
- The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 12,500 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on May 28, 2008 and reported on row 5 of Table I of the Form 4 filed on May 26, 2009.
- On November 24, 2009, our board of directors approved a limited stock repurchase program (the "Officer Repurchase Program") for purposes of repurchasing from each executive officer the number of shares necessary to satisfy such officer's minimum tax withholding obligation in connection with equity vesting-related tax events that occur during a company-imposed trading blackout. Our executive officers are not obligated to participate in the Officer Repurchase Program, which is effective through the date we file our Annual Report on Form 10-K for the year ending January 31, 2010 and is not limited to a set number of shares.

/s/ Peter D. Fante, as Attorney-in-Fact for Dan Bodner 04/15/2010

\*\* Signature of Reporting Person 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.

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