FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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 Addre | | Person* | 2. Issuer Name and Ticker or Trading Symbol VERINT SYSTEMS INC [VRNT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|-------------------------|--|----------|--|---|---|-----------------------------|--|--|--|--|--|
| MORIATI E. | <u>Liziv</u> | | | | Director Officer (give title | 10% Owner Other (specify | | | | | |
| (Last) (First) (Middle) | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X | below) | below) | | | | | |
| 330 SOUTH SERVICE ROAD | | | 10/04/2005 | | President, Americas | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| MELVILLE | NY | 11747 | | X | Form filed by One Rep | orting Person | | | | | |
| (City) | (State) | (Zip) | | | Form filed by More tha Person | ın One Reporting | | | | | |
| | 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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (111341.4) |
| Common Stock | 10/04/2005 | | M | | 2,446 | A | \$16 | 12,446(1) | D | |
| Common Stock | 10/04/2005 | | M | | 10,000 | A | \$17 | 22,446(1) | D | |
| Common Stock | 10/04/2005 | | M | | 6,250 | A | \$23 | 28,696(1) | D | |
| Common Stock | 10/04/2005 | | S | | 2,500 | D | \$39.72 | 26,196(1) | D | |
| Common Stock | 10/04/2005 | | S | | 2,500 | D | \$39.47 | 23,696(1) | D | |
| Common Stock | 10/04/2005 | | S | | 3,696 | D | \$39.2 | 20,000(1) | D | |
| Common Stock | 10/04/2005 | | S | | 10,000 | D | \$39 | 10,000(1) | 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. Transa Code (8) | | of Deri Sec Acq (A) (Disp of (I | rivative curities quired Expiratio | | 5. Date Exercisable and Expiration Date Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 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 | | | | |
| Stock Option | \$16 | 10/04/2005 | | M | | | 2,446 | (2) | 05/16/2012 | Common Stock | 2,446 | \$0 ⁽⁵⁾ | 2,446 | D | |
| Stock Option | \$17 | 10/04/2005 | | M | | | 10,000 | (3) | 03/05/2013 | Common Stock | 10,000 | \$0 ⁽⁵⁾ | 20,000 | D | |
| Stock Option | \$23 | 10/04/2005 | | M | | | 6,250 | (4) | 12/12/2013 | Common Stock | 6,250 | \$0 ⁽⁵⁾ | 18,750 | D | |

Explanation of Responses:

- $1.\,10,000$ of these shares are restricted shares which vest 50% on 12/9/06, 25% on 12/9/07 and 25% on 12/9/08.
- 2. The options in this grant vest in equal portions annually over four years beginning 2/1/03 through 2/1/06.
- $3. \ The \ options \ in \ this \ grant \ vest \ in \ equal \ portions \ annually \ over \ four \ years \ beginning \ 3/5/04 \ through \ 3/5/07.$
- $4. \ The \ options \ in \ this \ grant \ vest \ in \ equal \ portions \ annually \ over \ four \ years \ beginning \ 12/12/04 \ through \ 12/12/07.$
- 5. These options were granted pursuant to a stock incentive plan of Verint Systems Inc.

/s/Peter D. Fante, Attorney-in-Fact for Elan Moriah

10/05/2005

** 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.

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.