

**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	
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1. Name and Address of Reporting Person* <u>FANTE PETER</u>			2. Issuer Name and Ticker or Trading Symbol <u>VERINT SYSTEMS INC [ VRNT ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer &amp; CCO</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2009</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
<u>330 SOUTH SERVICE ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<u>MELVILLE</u>	<u>NY</u>	<u>11747</u>			
(City)	(State)	(Zip)				

**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 <sup>(1)</sup>	11/19/2009		A		5,800	A	\$0	68,075	D	
Common Stock <sup>(2)</sup>	11/19/2009		A		25,200	A	\$0	68,075	D	
Common Stock <sup>(3)</sup>	11/19/2009		A		3,491	A	\$0	71,566	D	
Common Stock <sup>(4)</sup>	11/19/2009		A		20,050	A	\$0	91,616	D	
Common Stock <sup>(5)</sup>	11/19/2009		A		6,683	A	\$0	98,299	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:**

- As previously disclosed on the Form 4 filed on July 5, 2007 (and included in column 5 of Table I at such time), each represents a contingent right to receive one share of Verint Common Stock on the applicable vesting date. As a result of the removal of the Compliance Event Condition described in "Remarks" below, 66% of the award vested on November 19, 2009 and the remaining portion of the award will vest on July 2, 2010.
- As previously disclosed on the Form 4 filed on July 5, 2007 (and included in column 5 of Table I at such time), each represents a contingent right to receive one share of Verint Common Stock on the applicable vesting date. As a result of the removal of the Compliance Event Condition described in "Remarks" below, 50% of the award vested on November 19, 2009 and the remaining portion of the award will vest on July 2, 2010.
- Each represents a contingent right to receive one share of Verint Common Stock on the applicable vesting date. As a result of the removal of the Compliance Event Condition described in "Remarks" below, the earned portion of the first 2/3 of the award vested on November 19, 2009. The vesting of the remaining 1/3 of the award (which is not included in Table I) remains subject to the determination of the achievement of certain performance goals.
- Each represents a contingent right to receive one share of Verint Common Stock on the applicable vesting date. As a result of the removal of the Compliance Event Condition described in "Remarks" below, 1/3 of the award vested on November 19, 2009, 1/3 will vest on April 3, 2010 and 1/3 will vest on May 28, 2011.
- Each represents a contingent right to receive one share of Verint Common Stock upon the applicable vesting date. As a result of the removal of the Compliance Event Condition described in "Remarks" below, the earned portion of the first 1/3 of the award vested on November 19, 2009. The vesting of the remaining 2/3 of the award (which is not included in Table I) remains subject to the determination of the achievement of certain performance goals.

**Remarks:**

On November 19, 2009, the Company entered into an amendment with the reporting person relating to the time-based and performance-based equity awards made to the reporting person on July 2, 2007 and May 28, 2008 to remove the vesting conditions relating to the Company being current with its filings with the Securities Exchange Commission, relating to the Company being relisted on the Nasdaq (or a comparable national exchange) and relating to the Company having in place a new shareholder-approved equity plan or additional capacity under an existing shareholder-approved plan, or any subset thereof that may be present in such award agreements (collectively, the "Compliance Event Condition"), thereby allowing these equity awards to vest in accordance with their regular time-vesting or performance-vesting schedule, as specified in the applicable award agreements.

/s/ Peter D. Fante 11/23/2009  
\*\* 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.