

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>PARCELL DAVID</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>Managing Director, EMEA</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2010</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>241 BROOKLANDS ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WEYBRIDGE, X0 KT13 ORH</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			
<u>Common Stock⁽¹⁾</u>	<u>03/17/2010</u>		<u>A</u>		<u>16,202</u>	<u>A</u>	<u>\$0</u>	<u>69,721</u>	<u>D</u>	
<u>Common Stock⁽²⁾</u>	<u>03/17/2010</u>		<u>D</u>		<u>8,556</u>	<u>D</u>	<u>\$24.58</u>	<u>61,165</u>	<u>D</u>	

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				
<u>Common Stock</u>	<u>\$0</u>	<u>03/17/2010</u>		<u>A</u>		<u>11,798⁽³⁾</u>		<u>(4)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>11,798</u>	<u>\$0</u>	<u>11,798</u>	<u>D</u>	

Explanation of Responses:

- Each represents a contingent right to receive one share of Verint Common Stock on the applicable vesting date. The earned portion of the first 1/3 of the award vested on March 17, 2010 as a result of the Stock Option Committee's determination of the Company's achievement of a specified revenue target for the period from February 1, 2009 through January 31, 2010. 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.
- On November 24, 2009, our board of directors approved a limited stock repurchase program to enable us to offer to repurchase 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. These shares were repurchased under such program in connection with the vesting described in the previous footnote.
- Each represents a contingent right to receive one share of Verint Common Stock upon the applicable vesting date. The award is scheduled to vest 1/3 on April 4, 2011, 1/3 on April 4, 2012, and 1/3 on April 4, 2013, but in no event prior to the date the Company has sufficient available capacity under one or more current or future shareholder-approved equity plans for all equity awards granted on March 17, 2010, May 20, 2009, March 4, 2009 and May 28, 2008, in each case, which remain outstanding at such time, to vest in compliance with Nasdaq restrictions relating to the use of assumed equity plans (the "Vesting Condition"). In the event that the award does not vest as scheduled because of the Vesting Condition, the Company has the right, in its sole discretion, to pay the portion of the award scheduled to vest in cash on the scheduled vesting date or at any time until the Vesting Condition is satisfied.
- See Footnote 3 above.
- There is no expiration date.

/s/ Peter D. Fante as Attorney in Fact for David Parcell 03/19/2010

** 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.

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.