SEC Form 4	
------------	--

 $\square$ 

## 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

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 APP	ROVAL
OMB Number:	3235-0287
Estimated average t	ourden

	OND NUMBEL.	3233-0201
	Estimated average burd	en
	hours per response:	0.5
- 1		

1. Name and Addre SPERLING 3 (Last) 33 MASKIT	ess of Reporting Per MEIR (First)	rson* (Middle)	2. Issuer Name and Ticker or Trading Symbol <u>VERINT SYSTEMS INC</u> [ VRNT ] 3. Date of Earliest Transaction (Month/Day/Year) 09/13/2010	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) President, ACS				
(Street) HERZLIYA PETUACH (City)	L3 (State)	46733 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	orting Person		
	-	Table I Non Deriva	tive Securities Acquired Dispessed of ar Bonefi	aially	Ownod			

#### - 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)		(1150.4)		
Common Stock	09/13/2010		М		2,446	A	\$8.69	166,507	D			
Common Stock	09/13/2010		М		2,446	A	\$16	168,953	D			
Common Stock	09/13/2010		S		2,446	D	\$24.56 <sup>(1)(2)</sup>	166,507	D			
Common Stock	09/13/2010		S		2,446	D	\$24.56 <sup>(1)(2)</sup>	164,061	D			
Common Stock	09/13/2010		S		70,303	D	\$24.56 <sup>(1)(2)</sup>	93,758	D			

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned puts, calls, warrants, options, convertible securities)

			(e.g.,	puts,	calls	, wa	rrants	s, options	, converti	Die seci	irities)				
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) o Disp of (I	oosed D) tr. 3, 4	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 (right to buy)	\$8.69	09/13/2010		М			2,446	(3)	04/01/2011	Common Stock	2,446	\$0	0	D	
Employee stock option (right to buy)	\$16	09/13/2010		М			2,446	(4)	05/21/2012	Common Stock	2,446	\$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 \$24.40 per share to \$24.96 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. These options vested on 2/1/05.

4. 50% of these options vested on 2/1/05 and 50% of these options vested on 2/1/06.



\*\* 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.