FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average I | hurden | | | | | | | | |

0.5

hours per response:

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>FANTE PETER</u> | | | | | | | | | | | | | | | | heck | all application | cable) or | | | Owner | |
|---|---|--|--|--|---|---|-------|-------|--|--------------------------------------|--|---------------------|---|---------------|--|-------------------|--|---|-------------------------------------|--|---|----|
| (Last) 330 SOU | Last) (First) (Middle) 30 SOUTH SERVICE ROAD | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/30/2005 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | X | below) | (give title) General Cou | | Other (specify below) ounsel | | |
| (Street) MELVILLE NY 11747 (City) (State) (Zip) | | | | | 4. If | | | | | | | | | | | Indiv ne) X | | | | | | le |
| | ` | - | le I - No | n-Deri\ | ative | Sec | curit | ies A | cqı | uired, [| Dis | posed c | of, o | r Bei | neficia | lly | Owned | l | | | | |
| | | | Date | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | . | 3. Transaction Code (Instr. r) 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | | 4 and Securi Benefi Owned | | es ally Following | Form (D) o | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | | Reported Transact (Instr. 3 | tion(s) | | | (Instr. 4) | |
| Common Stock 09, | | | 09/30 | 09/30/2005 09/30/2005 09/30/2005 | | | | | M | | 6,250 |) . | | \$14. | .9 | 6,2 | 6,250 | | D | | | |
| | | | 09/30 | | | | | | S | | 5,050 |) | | \$40. | 21 | 1,200 | | D | | | | |
| | | | 09/30 | | | | | | S | | 1,200 | | D | \$40. | 31 | 1 0 | | D | | | | |
| | | 7 | able II - | | | | | | | | | osed of, onverti | | | | у О | wned | | | | | |
| Security or E (Instr. 3) Pric Deri | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deem Execution if any (Month/Da | Date, | 4. Transaction Code (Instr. 8) | | | | Ex | Date Exe xpiration I Month/Day | Date | | 7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4) | | l Security | De Se | Price of erivative ecurity estr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | ly [| 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownershi (Instr. 4) | 1 |
| | | | | | Code | v | (A) | (D) | | ate xercisable | | xpiration ate | Title | | Amount or Number of Shares | | | | | | | |
| Stock | \$149 | 09/30/2005 | | | м | | | 6 250 | | (1) | 10 | 9/23/2012 | Com | mon | 6.250 | | \$∩ (2) | 6.250 | | D | | |

Explanation of Responses:

- 1. These options vest in equal amounts on 9/23/03, 9/23/04, 9/23/05 and 9/23/06.
- 2. These options were granted pursuant to a stock incentive plan of Verint Systems Inc.

<u>/s/ Peter D. Fante</u> <u>10/03/2005</u>

** 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.