FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3235-0287					
0.5					

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*  PARCELL DAVID						2. Issuer Name and Ticker or Trading Symbol  VERINT SYSTEMS INC [ VRNT ]									(Check all app Direct		able)	Person(s) to Issuer  10% Owner Other (specify				
(Last) 241 BRO	(Fi OKLAND	,	Middle)			ate c 15/2		st Trans	action (M	lonth/	Day/Year)					below) `						
(Street) WEYBR SURREY (City)	7 XO XO		KT13 OR Zip)	Н	4. If	Ame	endment	, Date o	f Original	l Filed	d (Month/Da	ay/Yea	r)		ine) X	Form file	or Joint/Group Filing (Check Applica m filed by One Reporting Person m filed by More than One Reporting son					
		Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Ben	efici	ally O	wned						
Dat				Date			2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	Transaction Disposed Code (Instr. 5)		ities Acquired (A) d Of (D) (Instr. 3, 4			4 and Secu Bene Owne		s illy ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership			
										v	Amount	(/	A) or O)	Price	,  ті	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Common	on Stock <sup>(1)</sup> 06/15/2013 A 2,301 A \$0 20,528								528	D												
Common	Stock			06/17	7/2013				S		5,093	3	D	\$34	(2)(3)	15,4	435	D				
		Та									sed of, onvertib					ned						
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,		ransaction Code (Instr.		of I		6. Date Exercisable and Expiration Date (Month/Day/Year)			le and unt of rities erlying rative rity (In	str. 3	8. Price Derivat Securit (Instr. 5	tive de ty Se 5) Be Ov Fo Re	Number of erivative ecurities eneficially wned ollowing eported ansaction( nstr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or	ount mber ires								

## **Explanation of Responses:**

- 1. Represents the earned portion of the second 1/3 of the award, for which the performance conditions for vesting lapsed on June 15, 2013 as a result of the Company's achievement of specified performance goals for the period from February 1, 2012 through January 31, 2013 and the filing of the Companys Annual Report on Form 10-K for such period. 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.
- 2. Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$33.98 per share to \$34.10 per share.
- 3. 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.

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

06/18/2013

\*\* 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.