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## 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 APPROVAL OMB Number: 3235-0287 Е h

| ours per response:      | 0.5 |
|-------------------------|-----|
| stimated average burden |     |

| 1. Name and Addre               | ss of Reporting Perso<br>MEIR | n*       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>VERINT SYSTEMS INC</u> [ VRNT ] |                        | ionship of Reporting Person<br>all applicable)<br>Director<br>Officer (give title |             | on(s) to Issuer<br>10% Owner<br>Other (specify |
|---------------------------------|-------------------------------|----------|--|------------------------|---|-------------|--|
| (Last)<br>33 MASKIT             | (First)                       | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/15/2010                           |                        | below)  |             | below)   |
| (Street)<br>HERZLIYA<br>PETUACH | L3                            | 46733    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Indiv<br>Line)<br>X | idual or Joint/Gro<br>Form filed by O<br>Form filed by M<br>Person                | ne Reportin | ng Person                                      |
| (City)                          | (State)                       | (Zip)    |  |                        |   |             |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code ( |   | 4. Securities Acquire<br>Disposed Of (D) (Inst |               |                          | Securities<br>Beneficially         | (I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|--------|---|--|---------------|--------------------------|------------------------------------|----------------|---|
|                                 |  |   | Code   | v | Amount   | (A) or<br>(D) | Price                    | Transaction(s)<br>(Instr. 3 and 4) |                | (1130. 4)   |
| Common Stock                    | 09/15/2010                                 |   | S      |   | 8,377  | D             | \$24.3 <sup>(1)(2)</sup> | 68,258                             | D              |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr | of Expiration Date<br>Derivative (Month/Day/Year)<br>Securities<br>Acquired<br>(A) or |                     | ate Amount of      |       |  | Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|---|---------------------|--------------------|-------|--|--------------------------------------|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |                                      |  |  |  |

Explanation of Responses:

1. Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$24.25 per share to \$24.42 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.

> /s/ Peter D. Fante as Attorney 09/17/2010 in Fact for Meir Sperling

\*\* 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.