

BODNER DAN  
Form 4  
April 11, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BODNER DAN

2. Issuer Name and Ticker or Trading Symbol  
VERINT SYSTEMS INC [VRNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
330 SOUTH SERVICE ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/08/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

MELVILLE, NY 11747

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 or Price		
Common Stock	04/08/2011		M		34,118 A \$ 17	370,498	D
Common Stock	04/08/2011		M		6,250 A \$ 16	376,748	D
Common Stock	04/08/2011		M		10,385 A \$ 16	387,133	D
Common Stock	04/08/2011		S		31,602 D \$ 37.19 (1) (2)	355,531	D
Common Stock	04/08/2011		S		19,151 D \$ 36.54	336,380	D

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(6) (2)

\$

(1) (2)

\$

(7) (2)

Common Stock 04/08/2011 S 28,575 D 37.21 307,805 D

Common Stock 04/08/2011 S 16,350 D 36.54 291,455 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 17	04/08/2011		M	34,118	(3) 03/05/2013	Common Stock	34,118	
Employee stock option (right to buy)	\$ 16	04/08/2011		M	6,250	(4) 05/21/2012	Common Stock	6,250	
Employee stock option (right to buy)	\$ 16	04/08/2011		M	10,385	(5) 05/21/2012	Common Stock	10,385	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

BODNER DAN  
330 SOUTH SERVICE ROAD    X    President & CEO  
MELVILLE, NY 11747

## Signatures

/s/ Peter D. Fante, as Attorney-in-Fact for Dan Bodner    04/11/2011

\_\_Signature of Reporting Person    Date

## Explanation of Responses:

- \* 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).
- (1) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$37.00 per share to \$37.25 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) The grant of which these options are a part vested in four installments from 3/5/2004 to 3/5/2007.
- (4) The grant of which these options are a part vested in three installments from 2/1/2003 to 2/1/2006.
- (5) The grant of which these options are a part vested in four installments from 2/1/2003 to 2/1/2006.
- (6) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$36.20 per share to \$36.95 per share.
- (7) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$36.20 per share to \$36.93 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.