

BODNER DAN
Form 4
April 15, 2010

FORM 4

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

OMB APPROVAL

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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

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

MELVILLE, NY 11747

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/13/2010 | | F | | 17,644 (1) (6) | D | \$ 27 424,741 D |
| Common Stock | 04/13/2010 | | F | | 9,212 (2) (6) | D | \$ 27 415,529 D |
| Common Stock | 04/13/2010 | | F | | 14,570 (3) (6) | D | \$ 27 400,959 D |
| Common Stock | 04/13/2010 | | F | | 5,935 (4) (6) | D | \$ 27 395,024 D |
| Common Stock | 04/13/2010 | | F | | 5,088 (5) (6) | D | \$ 27 389,936 D |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BODNER DAN 330 SOUTH SERVICE ROAD MELVILLE, NY 11747 | X | | President & CEO | |

Signatures

/s/ Peter D. Fante, as Attorney-in-Fact for Dan Bodner 04/15/2010

__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) The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 37,158 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on July 2, 2007 and reported on row 1 of Table I of the Form 4s filed on July 5, 2007 and May 26, 2009.
 - (2) The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 19,400 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on July 2, 2007 and reported on row 2 of Table I of the Form 4s filed on July 5, 2007 and May 26, 2009.
 - (3) The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 33,900 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on July 2, 2007 and reported on row 3 of Table I of the Form 4 filed on May 26, 2009.

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(4) The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 12,500 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on May 28, 2008 and reported on row 4 of Table I of the Form 4 filed on May 26, 2009.

(5) The Company repurchased these shares to enable the reporting person to make required tax payments resulting from the delivery of 12,500 shares of common stock previously granted under the Company's Stock Incentive Compensation Plan on May 28, 2008 and reported on row 5 of Table I of the Form 4 filed on May 26, 2009.

(6) On November 24, 2009, our board of directors approved a limited stock repurchase program (the "Officer Repurchase Program") for purposes of repurchasing from each executive officer the number of shares necessary to satisfy such officer's minimum tax withholding obligation in connection with equity vesting-related tax events that occur during a company-imposed trading blackout. Our executive officers are not obligated to participate in the Officer Repurchase Program, which is effective through the date we file our Annual Report on Form 10-K for the year ending January 31, 2010 and is not limited to a set number of shares.

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.