

SPERLING MEIR  
Form 4  
April 06, 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 \*  
SPERLING MEIR

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)  
33 MASKIT

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, ACS

(Street)  
HERZLIYA PETUACH, L3 46733

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock <u>(1)</u>	04/04/2011		A	5,099 A \$ 0	63,332	D	
Common Stock <u>(2)</u>	04/05/2011		A	6,684 A \$ 0	70,016	D	
Common Stock <u>(3)</u>	04/05/2011		A	11,679 A \$ 0	81,695	D	
Common Stock <u>(4)</u>	04/05/2011		A	5,940 A \$ 0	87,635	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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
SPERLING MEIR 33 MASKIT HERZLIYA PETUACH, L3 46733			President, ACS	

## Signatures

/s/ Peter D. Fante as Attorney in Fact for Meir Sperling  
Date: 04/06/2011

\_\_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 earned portion of the first 1/3 of this award that vested on April 4, 2011. The remaining tranches of this award are scheduled to vest 1/3 on April 4, 2012, and 1/3 on April 4, 2013 (and are not included in Table I).
  - (2) Represents the earned portion of the last 1/3 of the award that vested on April 5, 2011 as a result of the Company's achievement of a specified revenue target for the period from February 1, 2010 through January 31, 2011.
  - (3) Represents the earned portion of the second 1/3 of the award that vested on April 5, 2011 as a result of the Company's achievement of a specified revenue target for the period from February 1, 2010 through January 31, 2011. 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.
  - (4) Represents the earned portion of the first 1/3 of the award that vested on April 5, 2011 as a result of the Company's achievement of a specified revenue target for the period from February 1, 2010 through January 31, 2011. The vesting of the remaining 2/3 of the award (which is not included in Table I) remains subject to the determination of the achievement of certain performance goals.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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