

SAFIR HOWARD
Form 4
December 22, 2010

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAFIR HOWARD

(Last) (First) (Middle)

131 CHARLES STREET

(Street)

ANNAPOLIS, MD 21401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2010

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)

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)
Common Stock	12/20/2010		M	3,000 A	\$ 16 14,000	D	
Common Stock	12/20/2010		S	3,000 D	\$ 31.65 11,000 (1) (2)	D	
Common Stock	12/20/2010		M	2,000 A	\$ 16 13,000	D	
Common Stock	12/20/2010		S	2,000 D	\$ 31.65 11,000 (1) (2)	D	
Common	12/20/2010		S	1,350 D	\$ 9,650	D	

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Stock					31.65		
					(1) (2)		
					\$		
Common Stock	12/21/2010		S	2,580	D	31.29	7,070 D
						(2) (3)	

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 16	12/20/2010		M		3,000		<u>(4)</u>	05/21/2012	Common Stock	3,000
Employee stock option (right to buy)	\$ 16	12/20/2010		M		2,000		<u>(5)</u>	05/21/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SAFIR HOWARD 131 CHARLES STREET ANNAPOLIS, MD 21401	X

Signatures

/s/ Peter D. Fante as Attorney in Fact for Howard
Safir

12/22/2010

__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) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$31.50 per share to \$31.79 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) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$31.14 per share to \$31.38 per share.
- (4) These options vested in four equal installments on 6/3/2002, 8/28/2002, 11/20/2002 and 2/26/2003.
- (5) These options vested on February 1, 2001.

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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