VERINT SYSTEMS INC

Form 4

January 14, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **COMVERSE TECHNOLOGY** INC/NY/

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

VERINT SYSTEMS INC [VRNT]

3. Date of Earliest Transaction

(Month/Day/Year) 01/13/2011

Director Officer (give title

10% Owner Other (specify

> 7. Nature of Indirect Beneficial Ownership (Instr. 4)

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

810 SEVENTH AVENUE

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

NEW YORK, NY 10019

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

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqu	iired	5. Amount of	6. Ownership	-
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed o	f (D)	Securities	Form: Direct]
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	(D) or]
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	(
							Following	(Instr. 4)	(
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)		(Instr. 3 and 4)		
Common	01/13/2011		S(1)	300,000	D	\$ 35	16,289,023	D	

Stock

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

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ e		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	0 N 0	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
COMVERSE TECHNOLOGY INC/NY/ 810 SEVENTH AVENUE NEW YORK, NY 10019		X					

Signatures

/s/ Shefali A. Shah, SVP and General O1/14/2011

**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).

On January 13, 2011, pursuant to an underwriting agreement, dated January 10, 2011, among Comverse Technology, Inc. ("Comverse"), Verint Systems Inc. ("Verint") and the representative of the underwriters named therein, the underwriters exercised their option to purchase an aggregate of 300,000 additional shares of Common Stock at the public offering price of \$35.00 per share less the underwriting discounts and commissions.

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.

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