Edgar Filing: BAKER PAUL - Form 4

| BAKER PAUL Form 4 | | | | | | | | | | |
|---|--|--|--|--|--------------------------------------|---|---|--|--|----------------------|
| January 12, 2006 | | | | | | | | | PPROVA | |
| FORM 4 | UNITED | STATES | | | | | E COMMISSIO | | 3235-0 | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> 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 | | | | | | | | Januar average urs per | y 31, 2005 0.5 |
| (Print or Type Respon | nses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> BAKER PAUL | | | 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)3. Date of Earliest Tr909 THIRD AVENUE01/11/2006 | | | ransactio | n | X Director Officer (giv below) | 104 | % Owner ner (specify | | | |
| Filed(M | | | | endment, D onth/Day/Yea | - | nal | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| NEW YORK, N | ¥ 10022 | | | | | | Person | | 1 0 | |
| (City) (| State) | (Zip) | Tab | le I - Non-l | Derivativ | ve Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | I |
| | unsaction Date th/Day/Year) | 2A. Deema Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Dispose (Instr. 3 | d (A) or d of (D) , 4 and 5) (A) or | 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 Indirect Beneficia Ownershi (Instr. 4) | l |
| Reminder: Report on | a separate line | for each cla | ass of sect | urities bene | Pers info requ disp | ons who re rmation con lired to resp | or indirectly. spond to the collect tained in this form ond unless the fo ently valid OMB co | n are not orm | SEC 1474 (9-02) | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. I |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities | Der |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Sec |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired | | | (In |

| Derivative Security | | | | | (A) orDisposed of(D)(Instr. 3, 4, and 5) | | | | | | |
|------------------------|---------|------------|------|---|---|-----|---------------------|--------------------|-----------------|--|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option | \$ 34.4 | 01/11/2006 | А | | 3,000 | | <u>(1)</u> | 01/11/2016 | Common Stock | 3,000 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| I. S. | Director | 10% Owner | Officer | Other | | | | |
| BAKER PAUL 909 THIRD AVENUE | х | | | | | | | |
| NEW YORK, NY 10022 | 7 | | | | | | | |
| Ciamaturaa | | | | | | | | |

Signatures

/s/ Peter Fante, Attorney-in-Fact for Paul Baker

**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) These options vest quarterly in equal amounts on 4/11/06, 7/11/06, 10/11/06, and will be fully vested on 01/11/07.

(2) These options were granted pursuant to a stock incentive compensation plan of Verint Systems Inc.

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.

01/12/2006