

BODNER DAN
Form 4
April 12, 2013

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 *
BODNER DAN

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)
330 SOUTH SERVICE ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2013

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

MELVILLE, NY 11747

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 or Price		
Common Stock ⁽¹⁾	04/10/2013		A		21,855	A	\$ 0 360,721 D
Common Stock ⁽²⁾	04/10/2013		A		20,274	A	\$ 0 380,995 D
Common Stock	04/11/2013		S		22,069 ⁽³⁾	D	\$ 34.63 ^{(4) (5)} 358,926 D

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
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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 04/12/2013

**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 10, 2013. The remaining tranches of this award (which represent a contingent right to receive Verint Common Stock upon the applicable vesting date) are scheduled to vest on April 10, 2014 and April 10, 2015 (and are not included in Table I).
 - (2) Represents the earned portion of the first 1/3 of the award, for which the performance conditions for vesting lapsed on April 10, 2013 as a result of the Company's achievement of specified performance goals for the period from February 1, 2012 through January 31, 2013 and the filing of the Company's Annual Report on Form 10-K for such period. 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.
 - (3) Amount sold to satisfy tax withholding.
 - (4) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$34.41 per share to \$34.82 per share.
 - (5) 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.

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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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