

SAFIR HOWARD  
Form 4  
December 22, 2010

**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 \*  
SAFIR HOWARD

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)  
131 CHARLES STREET  
(Street)

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

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

ANNAPOLIS, MD 21401

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

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (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. 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<br>131 CHARLES STREET<br>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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