

SPERLING MEIR

Form 4

April 04, 2012

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 *
SPERLING MEIR

(Last) (First) (Middle)

33 MASKIT

(Street)

HERZLIYA PETUACH, L3 46733

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, CIS

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	04/02/2012		A	10,254	A \$ 0 77,897	D	
Common Stock <u>(2)</u>	04/02/2012		A	5,215	A \$ 0 83,112	D	
Common Stock <u>(3)</u>	04/02/2012		A	3,877	A \$ 0 86,989	D	
Common Stock <u>(4)</u>	04/04/2012		A	5,099	A \$ 0 92,088	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPERLING MEIR 33 MASKIT HERZLIYA PETUACH, L3 46733			President, CIS	

Signatures

/s/ Peter D. Fante as Attorney in Fact for Meir
Sperling

04/04/2012

__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 last 1/3 of the award, for which the performance conditions for vesting lapsed on April 2, 2012 as a result of the Company's achievement of specified performance goals for the period from February 1, 2011 through January 31, 2012 and the filing of the Company's Annual Report on Form 10-K for such period.

(2) Represents the earned portion of the second 1/3 of the award for which the performance conditions for vesting lapsed on April 2, 2012 as a result of the Company's achievement of specified performance goals for the period from February 1, 2011 through January 31, 2012 and the filing of the Company's Annual Report on Form 10-K for such period. The vesting of the remaining 1/3 of the award (which is not included in Table I) remains subject to the determination of the achievement of certain performance goals.

(3) Represents the earned portion of the first 1/3 of the award, for which the performance conditions for vesting lapsed on April 2, 2012 as a result of the Company's achievement of specified performance goals for the period from February 1, 2011 through January 31, 2012 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

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included in Table I) remains subject to the determination of the achievement of certain performance goals.

- (4) Represents the earned portion of the second 1/3 of this award that vested on April 4, 2012. The remaining tranche of this award is scheduled to vest on April 4, 2013 (and is not included in Table I).

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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