

GILL EMMANUEL
 Form 4
 November 24, 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 *
GILL EMMANUEL

(Last) (First) (Middle)

C/O LIVEPERSON, INC., 462
 SEVENTH AVENUE 3RD FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIVEPERSON INC [LPSN]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/22/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/22/2010		M	5,000 A	\$ 1.65 873,454	D	
Common Stock	11/22/2010		M	5,000 A	\$ 3.49 878,454	D	
Common Stock	11/22/2010		M	10,000 A	\$ 5.41 888,454	D	
Common Stock	11/22/2010		M	10,000 A	\$ 6.54 898,454	D	
Common Stock	11/22/2010		M	5,000 A	\$ 5.24 903,454	D	

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Common Stock	11/22/2010		M	387	A	\$ 3.2	903,841	D	
Common Stock	11/22/2010		<u>S</u> ⁽¹⁾	35,387	D	\$ 9.5022 <u>(2)</u>	868,454	D	
Common Stock	11/24/2010		M	14,613	A	\$ 3.2	883,067	D	
Common Stock	11/24/2010		M	15,000	A	\$ 3.35	898,067	D	
Common Stock	11/24/2010		<u>S</u> ⁽¹⁾	29,613	D	\$ 9.5007 <u>(3)</u>	868,454	D	
Common Stock							239,949	I	Gilbridge Holdings Ltd. <u>(4)</u>

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 1.65	11/22/2010		M	5,000	<u>(6)</u>	05/22/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 3.49 <u>(5)</u>	11/22/2010		M	5,000	<u>(6)</u>	05/27/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 5.41	11/22/2010		M	10,000	<u>(6)</u>	05/23/2016	Common Stock	10,000

Buy)

Stock

Option (Right to Buy)	\$ 6.54	11/22/2010	M	10,000	<u>(6)</u>	06/12/2017	Common Stock	10,000
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Stock

Option (Right to Buy)	\$ 5.24	11/22/2010	M	5,000	<u>(6)</u>	07/31/2017	Common Stock	5,000
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Stock

Option (Right to Buy)	\$ 3.2	11/22/2010	M	387	<u>(6)</u>	06/10/2018	Common Stock	387
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Stock

Option (Right to Buy)	\$ 3.2	11/24/2010	M	14,613	<u>(6)</u>	06/10/2018	Common Stock	14,613
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Stock

Option (Right to Buy)	\$ 3.35	11/24/2010	M	15,000	<u>(6)</u>	06/09/2019 ⁽⁷⁾	Common Stock	15,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GILL EMMANUEL
C/O LIVEPERSON, INC.
462 SEVENTH AVENUE 3RD FLOOR
NEW YORK, NY 10018

X

Signatures

/s/ Monica Greenberg,
Attorney-in-Fact

11/24/2010

 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) Sales effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.

The range of prices for the shares of Common Stock sold on this day is from \$9.50 to \$9.52. Mr. Gill undertakes that he will provide,
(2) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Common Stock sold on this day is from \$9.50 to \$9.52. Mr. Gill undertakes that he will provide,
(3) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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- (4) These shares are held by Gilbridge Holdings Ltd., an entity over which Mr. Gill indirectly exercises control.
- (5) The exercise price reported in this filing corrects a Form 4 filed on June 1, 2004 that erroneously stated that the exercise price of this derivative security was \$3.25.
- (6) The option is immediately exercisable.
- (7) The expiration date reported in this filing corrects a Form 4 filed on June 11, 2009 that erroneously stated that the expiration date of this derivative security was June 8, 2019.

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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