

VERINT SYSTEMS INC

Form 4

October 05, 2005

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORIAH ELAN**

(Last) (First) (Middle)

330 SOUTH SERVICE ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/04/2005

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 \_\_\_\_ Other (specify  
below) below)  
President, Americas

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/04/2005		M		2,446	A	\$ 16	12,446 <u>(1)</u>	D
Common Stock	10/04/2005		M		10,000	A	\$ 17	22,446 <u>(1)</u>	D
Common Stock	10/04/2005		M		6,250	A	\$ 23	28,696 <u>(1)</u>	D
Common Stock	10/04/2005		S		2,500	D	\$ 39.72	26,196 <u>(1)</u>	D
Common Stock	10/04/2005		S		2,500	D	\$ 39.47	23,696 <u>(1)</u>	D

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Common Stock	10/04/2005	S	3,696	D	\$ 39.2	20,000 <sup>(1)</sup>	D
Common Stock	10/04/2005	S	10,000	D	\$ 39	10,000 <sup>(1)</sup>	D

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 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16	10/04/2005		M	2,446	<sup>(2)</sup> 05/16/2012	Common Stock	2,446
Stock Option	\$ 17	10/04/2005		M	10,000	<sup>(3)</sup> 03/05/2013	Common Stock	10,000
Stock Option	\$ 23	10/04/2005		M	6,250	<sup>(4)</sup> 12/12/2013	Common Stock	6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MORIAH ELAN 330 SOUTH SERVICE ROAD MELVILLE, NY 11747	President, Americas

## Signatures

/s/Peter D. Fante, Attorney-in-Fact for Elan Moriah 10/05/2005

\_\_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) 10,000 of these shares are restricted shares which vest 50% on 12/9/06, 25% on 12/9/07 and 25% on 12/9/08.

(2) The options in this grant vest in equal portions annually over four years beginning 2/1/03 through 2/1/06.

(3) The options in this grant vest in equal portions annually over four years beginning 3/5/04 through 3/5/07.

(4) The options in this grant vest in equal portions annually over four years beginning 12/12/04 through 12/12/07.

(5) These options were granted pursuant to a stock incentive 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.

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