

PARCELL DAVID  
Form 4  
April 04, 2012

**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 \*  
PARCELL DAVID

(Last) (First) (Middle)

241 BROOKLANDS ROAD

(Street)

WEYBRIDGE, SURREY  
XO, X0 KT13 ORH

(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  
 Officer (give title below)  Other (specify below)

Managing Director, EMEA

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	04/02/2012		A		10,254	A	\$ 0
					17,391 <sup>(5)</sup>	D	
Common Stock <sup>(2)</sup>	04/02/2012		A		4,023	A	\$ 0
Common Stock <sup>(3)</sup>	04/02/2012		A		2,854	A	\$ 0
Common Stock <sup>(4)</sup>	04/04/2012		A		3,933	A	\$ 0
					28,201	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. SEC 1474 (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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARCELL DAVID 241 BROOKLANDS ROAD WEYBRIDGE, SURREY XO, X0 KT13 ORH			Managing Director, EMEA	

## Signatures

/s/ Peter D. Fante as Attorney in Fact for David Parcell 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).
- (5) The opening balance reflected on this form is currently being reviewed by the Company. The reporting person will correct the disclosed balance in the event it is required to be revised as a result of this review.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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