LIVEPERSON INC

Form 4 April 28, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BIXBY TIMOTHY E**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

(Zip)

(Month/Day/Year)

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

3. Date of Earliest Transaction

LIVEPERSON INC [LPSN]

(Month/Day/Year)

04/01/2008

_X__ Director X_ Officer (give title

below)

10% Owner Other (specify

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

(Street)

(State)

4. If Amendment, Date Original

President and CFO 6. Individual or Joint/Group Filing(Check

below)

(Check all applicable)

Filed(Month/Day/Year) 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

NEW YORK, NY 10018

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s)

87,550

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Common Stock

(City)

04/18/2008

G 1,400 D \$0

D

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SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date eccurities (Month/Day/Year) cquired (A) Disposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 3.23	04/01/2008		A	41,500	(1)	04/01/2017	Common Stock	41,500	

Reporting Owners

Reporting Owner Name / Address	Relationships					
F 8	Director	10% Owner	Officer	Other		
BIXBY TIMOTHY E C/O LIVEPERSON INC 462 SEVENTH AVENUE, 3RD FLOOR NEW YORK, NY 10018	X		President and CFO			

Signatures

/s/ Monica L. Greenberg, attorney-in-fact 04/28/2008

**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).
- This option grant is comprised of 22,061 incentive stock options and 19,439 non-qualified stock options. The 22,061 incentive stock options vest over 3 years with 5,843 shares vesting on April 1, 2010, 5,843 shares vesting on April 1, 2011 and 10,375 shares vesting on April 1, 2012. The 19,439 non-qualified stock options vest over 3 years with 10,375 shares vesting on April 1, 2009, 4,532 shares vesting on April 1, 2010 and 4,532 shares vesting on April 1, 2011.

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.

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