RODEN ALAN Form 4 October 12, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of R RODEN ALAN	eporting Person *	2. Issuer Name and Ticker or Trading Symbol VERINT SYSTEMS INC [VRNT]	5. Relationship of Reporting Person(s) to Issuer			
7) 7)	25.11		(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
330 SOUTH SERVICE ROAD		10/08/2004	_X_ Officer (give title Other (special below)			
			VP, Bus. Dev. & Inv. Rel.			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
			X Form filed by One Reporting Person			
MELVILLE NY 117	'47		Form filed by More than One Reporting			

MELVILLE, NY 11747

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	(A) or	d of (D)	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	10/07/2004		M	6,250	A	\$ 14.9	6,250	D	
Common Stock	10/07/2004		S	3,000	D	\$ 37.4	3,250	D	
Common Stock	10/07/2004		S	3,250	D	\$ 37.45	0	D	

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

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Person

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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. Transactic 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 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 14.9	10/07/2004		M	6,250	<u>(1)</u>	10/17/2012	Common Stock	6,250	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RODEN ALAN

330 SOUTH SERVICE ROAD VP, Bus. Dev. & Inv. Rel.

MELVILLE, NY 11747

Signatures

/s/ Peter D. Fante, Attorney in Fact for Alan Roden 10/08/2004

**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) These options vest in equal amounts on 10/7/03, 10/7/04, 10/7/05 and 10/7/06.

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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