

PARCELL DAVID

Form 4

September 15, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARCELL DAVID

(Last) (First) (Middle)

241 BROOKLANDS ROAD

(Street)

WEYBRIDGE, SURREY, X0

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2005

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 below) ____ Other (specify below)

Managing Director, Verint UK

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 Ownership (Instr. 4)
Common Stock	09/14/2005		M	3,750 A \$ 17	3,750	D	
Common Stock	09/14/2005		M	3,750 A \$ 23	7,500	D	
Common Stock	09/14/2005		M	4,892 A \$ 8.687	12,392	D	
Common Stock	09/14/2005		M	2,446 A \$ 16	14,838	D	
Common Stock	09/14/2005		S	9,838 D \$ 42.25	5,000	D	

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Common Stock 09/14/2005 S 5,000 D \$ 42.3 0 D

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)	8. Title and Amount of Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 17	09/14/2005		M	3,750	<u>(1)</u> 03/05/2013	Common Stock	3,750
Stock Option	\$ 23	09/14/2005		M	3,750	<u>(2)</u> 12/12/2013	Common Stock	3,750
Stock Option	\$ 8.687	09/14/2005		M	4,892	<u>(3)</u> 04/01/2011	Common Stock	4,892
Stock Option	\$ 16	09/14/2005		M	2,446	<u>(4)</u> 05/21/2012	Common Stock	2,446

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PARCELL DAVID 241 BROOKLANDS ROAD WEYBRIDGE, SURREY, X0	Managing Director, Verint UK

Signatures

/s/ Peter Fante 09/15/2005

**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) The options in this grant vest in equal amounts over four years, with the remainder to vest on 3/5/06 and 3/5/07.
- (2) The options in this grant vest in equal amounts over four years, with the remainder to vest on 12/12/05, 12/12/06 and 12/12/07.
- (3) All options in this grant are fully vested.
- (4) The options in this grant vest in equal amounts over four years, with the remainder to vest on 2/1/06.

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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