

VERINT SYSTEMS INC
Form 4
November 20, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SAFIR HOWARD

(Last) (First) (Middle)

131 CHARLES STREET

(Street)

ANNAPOLIS, MD 21401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2007

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)

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)
Common Stock	11/16/2007		D	500 (1) D	\$ 21 7,000	D	

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

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SEC 1474 (9-02)

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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAFIR HOWARD 131 CHARLES STREET ANNAPOLIS, MD 21401		X		

Signatures

/s/ Peter D. Fante as Attorney in Fact for Howard Safir
 11/20/2007
 **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 Company repurchased these shares to enable the reporting person to make required tax payments resulting from the vesting of 1,250 shares of restricted stock previously granted under the Company's Stock Incentive Compensation Plan. Until such time as the Company becomes compliant with its reporting obligations under the Securities Exchange Act of 1934, as amended, on the applicable vesting date of awards granted to the reporting person on July 2, 2007, the Company will automatically repurchase 40% of the shares vesting at the market price of the shares on such date (or the most recent trading date) pursuant to a repurchase program established by the Company's Board of Directors, in order to provide the reporting person with cash to make required tax payments arising from such vesting.

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. oman; FONT-SIZE: 10pt">

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9/27/2010

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9/27/2010

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9/27/2010

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9/27/2010

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9/28/2010

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9/28/2010

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-	9.09985 10/21/2010	400
-	9.14985 10/21/2010	300
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-	500
	13.64830 3/1/2012
	1,000
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3/5/2012

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13.00000

7

SPECIAL INSTRUCTIONS

Please review this proxy statement and the enclosed materials carefully. YOUR VOTE IS VERY IMPORTANT, no matter how many or how few Shares you own.

1. IF YOUR SHARES ARE REGISTERED IN YOUR OWN NAME, PLEASE SIGN, DATE AND MAIL THE ENCLOSED BLUE PROXY CARD TODAY TO GAMCO, ONE CORPORATE CENTER, RYE, NEW YORK 10580.
2. If your Shares are held in the name of a brokerage firm, bank nominee or other institution, only it can sign a BLUE proxy card with respect to your Shares and only after receiving your specific instructions. Accordingly, please contact the person responsible for your account and instruct that person to execute and return on your behalf the BLUE proxy card as soon as possible.
3. After signing and returning the enclosed BLUE proxy card, we urge you NOT to return Myers's WHITE proxy card because only your latest dated proxy card will be counted.
4. If you have previously signed and returned a WHITE proxy card to Myers, you have every right to change your vote. Only your latest dated proxy card will count. You may revoke any proxy card already sent to Myers by signing, dating and returning the enclosed BLUE proxy card in the postage-paid envelope provided. Proxies may also be revoked at any time prior to exercise by: (i) attending the 2012 Annual Meeting and voting in person (although attendance at the 2012 Annual Meeting will not in and of itself constitute revocation of a proxy), or (ii) delivering a written notice of revocation. The written notice of revocation may be delivered either to GAMCO, One Corporate Center, Rye, New York 10580, or to the Corporate Secretary of the Company at 1293 South Main Street, Akron, Ohio 44301, or any other address provided by the Company.

If you have any questions concerning this proxy statement, would like to request additional copies of this proxy statement or need help voting your Shares, please contact us:

GAMCO Asset Management Inc.
One Corporate Center
Rye, New York 10580
(800) 422-3554

PRELIMINARY PROXY SOLICITED BY GAMCO – Subject to Completion

COMMON

THIS PROXY IS NOT BEING SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF MYERS INDUSTRIES, INC.

2012 Annual Meeting of Shareholders of Myers Industries, Inc.

The undersigned hereby appoints George Maldonado as proxy for the undersigned, with full power of substitution, and authorizes him to represent and vote, as designated, all of the Shares of Common Stock of Myers Industries, Inc. (the "Company" or "Myers") that the undersigned would be entitled to vote if personally present at the 2012 Annual Meeting of Shareholders of Myers, including any adjournments, postponements, reschedulings or continuations of such meeting or any meeting held in lieu thereof (the "2012 Annual Meeting"). IF YOU VALIDLY EXECUTE AND RETURN THIS PROXY CARD WITHOUT INDICATING YOUR VOTE ON THE FOLLOWING PROPOSALS, YOU WILL BE DEEMED TO HAVE VOTED FOR the election of each of the two Nominees; FOR the ratification of the Board's appointment of the Accountants as the independent registered public accounting firm of the Company for fiscal 2012; and AGAINST the adoption of the non-binding resolution concerning the compensation of the Company's named executive officers. In addition, a BLUE proxy card will be voted in the proxy holder's discretion with respect to such other matters as may properly come before the meeting.

THIS PROXY WILL REVOKE ANY PREVIOUSLY EXECUTED PROXY WITH RESPECT TO ALL PROPOSALS.

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)

PRELIMINARY PROXY SOLICITED BY GAMCO

2012 Annual Meeting of Shareholders of Myers Industries, Inc.

PARTICIPANTS

GAMCO ASSET MANAGEMENT INC.
MARIO J. GABELLI
RICHARD L. BREADY
ROBERT S. PRATHER, JR.

YOUR VOTE IS IMPORTANT

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY:

Please take a moment now to vote your Shares of Myers Industries, Inc.
Common Stock for the upcoming Annual Meeting of Shareholders

Please sign, date and return the proxy card in the envelope provided.

TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE

COMMON

GAMCO STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR EACH OF GAMCO'S NOMINEES LISTED IN PROPOSAL 1. By voting on the BLUE proxy card, a shareholder will be voting for the two GAMCO Nominees only. The BLUE proxy card does not confer voting power with respect to any of the Company's director nominees. There also is no assurance that the Myers' nominees for election to the Board will serve if elected with any of GAMCO's nominees.

PROPOSAL 1 -- TO ELECT RICHARD L. BREADY AND ROBERT S. PRATHER, JR. TO THE BOARD.

FOR ALL NOMINEES
WITHHOLD FROM ALL NOMINEES
FOR ALL EXCEPT

GAMCO intends to use this proxy to vote FOR Messrs. Bready and Prather.

NOTE: IF YOU DO NOT WISH FOR YOUR SHARES TO BE VOTED "FOR" A PARTICULAR GAMCO NOMINEE, MARK THE "FOR ALL EXCEPT" BOX AND WRITE THE NAME OF THE NOMINEE YOU DO NOT SUPPORT ON THE LINE BELOW. YOUR SHARES WILL BE VOTED FOR THE REMAINING GAMCO NOMINEE.

PROPOSAL 2 THE RATIFICATION OF THE BOARD'S APPOINTMENT OF ERNST & YOUNG AS THE
-- INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL 2012.

FOR AGAINST ABSTAIN

GAMCO recommends a vote FOR the ratification of the Board's appointment of Ernst & Young as the independent registered public accounting firm for the Company for fiscal 2012.

PROPOSAL 3 -- A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.

FOR AGAINST ABSTAIN

GAMCO recommends a vote AGAINST the adoption of the non-binding resolution concerning the compensation of the Company's named executive officers.

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In their discretion, the herein named attorneys and proxies are authorized to vote upon such other matters as may properly come before the 2012 Annual Meeting.

Dated:

Signature

Title or Authority

Signature (if held jointly)

Please sign exactly as name appears hereon. If Shares are registered in more than one name, the signature of all such persons should be provided. A corporation should sign in its full corporate name by a duly authorized officer, stating his or her title. Trustees, guardians, executors and administrators should sign in their official capacity, giving their full title as such. If a partnership, please sign in the partnership name by an authorized person. The proxy card votes all Shares in all capacities.

PLEASE SIGN, DATE AND RETURN THIS PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE TODAY.

IF YOU HAVE ANY QUESTIONS, REQUIRE ASSISTANCE WITH VOTING YOUR BLUE PROXY CARD, OR NEED ADDITIONAL COPIES OF GAMCO'S PROXY MATERIAL, PLEASE CALL GAMCO AT THE PHONE NUMBERS LISTED BELOW.

GAMCO ASSET MANAGEMENT INC.

One Corporate Center
Rye, New York 10580

Explanation of Responses:

