

Zeidman Yaron
Form 4
November 10, 2011

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zeidman Yaron

(Last) (First) (Middle)

C/O LIVEPERSON, INC., 475
TENTH AVENUE, 5TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIVEPERSON INC [LPSN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2011

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)

Chief Technology Officer

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 11/08/2011 | | M | | 4,000 | A | \$ 1.79 | 4,000 | D | |
| Common Stock | 11/08/2011 | | M | | 22,018 | A | \$ 5.77 | 26,018 | D | |
| Common Stock | 11/08/2011 | | S | | 26,018 | D | \$ 13.27 | 0 | D | |
| Common Stock | 11/09/2011 | | M | | 27,179 | A | \$ 5.77 | 27,179 | D | |
| Common Stock | 11/09/2011 | | S | | 27,179 | D | \$ 12.99 | 0 | D | |

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(2)

| | | | | | | | |
|--------------|------------|---|--------|---|-------------|--------|---|
| Common Stock | 11/09/2011 | M | 25,000 | A | \$ 5.77 | 25,000 | D |
| Common Stock | 11/09/2011 | S | 25,000 | D | \$ 12.95 | 0 | D |
| Common Stock | 11/10/2011 | M | 803 | A | \$ 5.77 | 803 | D |
| Common Stock | 11/10/2011 | S | 803 | D | \$ 13 | 0 | D |

(3)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.79 | 11/08/2011 | | M | 4,000 | (4) 03/05/2019 | Common Stock | 4,000 |
| Stock Option (Right to Buy) | \$ 5.77 | 11/08/2011 | | M | 22,018 | (5) 10/30/2017 | Common Stock | 22,018 |
| Stock Option (Right to Buy) | \$ 5.77 | 11/09/2011 | | M | 27,179 | (5) 10/30/2017 | Common Stock | 27,179 |
| Stock Option (Right to Buy) | \$ 5.77 | 11/09/2011 | | M | 25,000 | (5) 10/30/2017 | Common Stock | 25,000 |

| | | | | | | | | |
|--------------------------------------|---------|------------|---|-----|------------|------------|-----------------|-----|
| Stock Option (Right to Buy) | \$ 5.77 | 11/10/2011 | M | 803 | <u>(5)</u> | 10/30/2017 | Common Stock | 803 |
|--------------------------------------|---------|------------|---|-----|------------|------------|-----------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zeidman Yaron C/O LIVEPERSON, INC., 475 TENTH AVENUE, 5TH FLOOR NEW YORK, NY 10018 | | | Chief Technology Officer | |

Signatures

| | |
|---|------------|
| /s/ Monica Greenberg, Attorney-in-Fact | 11/10/2011 |
|---|------------|

__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).

The range of prices for the shares of Common Stock sold on this day is from \$13.25 to \$13.36. Mr. Zeidman undertakes that he will

(1) provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Common Stock sold on this day is from \$12.99 to \$13.02. Mr. Zeidman undertakes that he will

(2) provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Common Stock sold on this day is from \$12.91 to \$13.01. Mr. Zeidman undertakes that he will

(3) provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

(4) The Option vests in four equal installments on March 5, 2010, March 5, 2011, March 5, 2012 and March 5, 2013.

(5) All shares are vested and exercisable.

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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