

BIXBY TIMOTHY E  
Form 4  
August 17, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BIXBY TIMOTHY E**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O LIVEPERSON INC, 462 SEVENTH AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/13/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CFO**

(Street)  
**NEW YORK, NY 10018**

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
			Code	V	Amount or Price		
Common Stock	08/13/2009		M		16,800 A \$ 2	305,100	D
Common Stock	08/13/2009		M		5,900 A \$ 1.94	311,000	D
Common Stock	08/13/2009		S <sup>(1)</sup>		22,700 D \$ 4.2 <sub>(2)</sub>	288,300	D
Common Stock	08/14/2009		M		26,300 A \$ 1.94	314,600	D
Common Stock	08/14/2009		M		56,100 A \$ 3.33	368,800	D

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Common Stock	08/14/2009	S <sup>(1)</sup>	82,400	D	\$ 4.33 <u>(3)</u>	288,300	D
Common Stock	08/17/2009	M	14,200	A	\$ 1.94	302,500	D
Common Stock	08/17/2009	M	18,900	A	\$ 3.33	321,400	D
Common Stock	08/17/2009	S <sup>(1)</sup>	33,100	D	\$ 4.32 <u>(4)</u>	288,300	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. Amount or Number of Shares
Stock Option (right to buy)	\$ 2	08/13/2009		M	16,800	<u>(5)</u> 10/25/2009	Common Stock	16,800
Stock Option (right to buy)	\$ 1.94	08/13/2009		M	5,900	<u>(6)</u> 10/20/2010	Common Stock	5,900
Stock Option (right to buy)	\$ 1.94	08/14/2009		M	26,300	<u>(6)</u> 10/20/2010	Common Stock	26,300
Stock Option (right to buy)	\$ 3.33	08/14/2009		M	56,100	<u>(5)</u> 01/28/2010	Common Stock	56,100

Stock Option (right to buy)	\$ 1.94	08/17/2009	M	14,200	<u>(6)</u>	10/20/2010	Common Stock	14,200
Stock Option (right to buy)	\$ 3.33	08/17/2009	M	18,900	<u>(5)</u>	01/28/2010	Common Stock	18,900

## Reporting Owners

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

## Signatures

By: /s/ Monica L.  
Greenberg

08/17/2009

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2009.

This price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.16 to \$4.22, inclusive. The reporting person undertakes to provide LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) This price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.07 to \$4.46, inclusive. The reporting person undertakes to provide LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) This price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.13 to \$4.40, inclusive. The reporting person undertakes to provide LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The shares vested in four equal installments on July 1, 2000, 2001, 2002 and 2003.

(5) The shares vested in a series of twelve (12) equal successive quarterly installments over a three (3)-year period beginning on January 1, 2001.

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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