

Zeidman Yaron  
Form 4  
April 29, 2011

**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 \*  
Zeidman Yaron

(Last) (First) (Middle)

C/O LIVEPERSON, INC., 462 SEVENTH AVENUE, 3RD 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)  
09/23/2010

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	09/23/2010		M		22,591	A	\$ 1.05	22,591	D	
Common Stock	09/23/2010		S <sup>(1)</sup>		22,591	D	\$ 8.2	0	D	
Common Stock	12/06/2010		M		14,347	A	\$ 3.14	14,347	D	
Common Stock	12/06/2010		S <sup>(1)</sup>		14,347	D	\$ 10.45	0	D	
Common Stock	04/11/2011		M		21,000	A	\$ 1.79	21,000	D	

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Common Stock      04/11/2011      S<sup>(1)</sup>      21,000      D      \$ 13.0667      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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.05	09/23/2010		M	22,591	<sup>(2)</sup> 12/31/2014	Common Stock	22,591
Stock Option (Right to Buy)	\$ 3.14	12/06/2010		M	14,347	<sup>(3)</sup> 04/04/2017	Common Stock	14,347
Stock Option (Right to Buy)	\$ 1.79	04/11/2011		M	21,000	<sup>(4)</sup> 03/05/2019	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zeidman Yaron C/O LIVEPERSON, INC., 462 SEVENTH AVENUE, 3RD FLOOR NEW YORK, NY 10018			Chief Technology Officer	

## Signatures

/s/ Monica L. Greenberg,  
Attorney-in-Fact

04/29/2011

\_\_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).
- (1) Sale effected under a sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
  - (2) The Option is fully vested and exercisable.
  - (3) The Option is fully vested and exercisable.
  - (4) The Option shall vest in four equal installments on March 5, 2010, March 5, 2011, March 5, 2012 and March 5, 2013.

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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