

BIXBY TIMOTHY E
Form 4
September 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, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2009

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 (A) or (D)		
Common Stock	09/15/2009		M		12,671 A \$ 1.94		D
Common Stock	09/15/2009		S ⁽¹⁾		12,671 D \$ 4.5 ⁽²⁾		D
Common Stock	09/16/2009		M		12,329 A \$ 1.94		D
Common Stock	09/16/2009		M		14,271 A \$ 0.35		D
Common Stock	09/16/2009		S ⁽¹⁾		26,600 D \$ 4.52 ⁽³⁾		D

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Common Stock	09/17/2009	M	25,700	A	\$ 0.35	314,000	D
Common Stock	09/17/2009	<u>S</u> ⁽¹⁾	25,700	D	\$ 4.58	288,300	D
					<u>(4)</u>		

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.94	09/15/2009		M	12,671	<u>(5)</u>	10/20/2010	Common Stock	12,671
Stock Option (right to buy)	\$ 1.94	09/16/2009		M	12,329	<u>(5)</u>	10/20/2010	Common Stock	12,329
Stock Option (right to buy)	\$ 0.35	09/16/2009		M	14,271	<u>(7)</u>	04/18/2011	Common Stock	14,271
Stock Option (right to buy)	\$ 0.35	09/17/2009		M	25,700	<u>(7)</u>	04/18/2011	Common Stock	25,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

BIXBY TIMOTHY E
C/O LIVEPERSON INC
462 SEVENTH AVENUE, 3RD FLOOR
NEW YORK, NY 10018

X

President and CFO

Signatures

/s/ Monica L. Greenberg,
attorney-in-fact

09/17/2009

__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 \$4.50 to \$4.51, 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 \$4.50 to \$4.62, 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 \$4.50 to \$4.64, 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 a series of twelve (12) equal successive quarterly installments over a three (3)-year period beginning on January 1, 2001. In the Form 4 filed by the reporting person on August 28, 2009, 1,000 shares were omitted from the number of shares acquired by the reporting person by exercise of this option on August 27, 2009, and the number of shares beneficially owned by the reporting person after such transaction reflected 1,000 too many shares. In the Form 4 filed by the reporting person on September 1, 2009, the number of shares beneficially owned by the reporting person under this option also reflected 1,000 too many shares. The numbers reported in this Form 4 correctly report the number of shares beneficially owned by the reporting person after the transactions reported herein.
- (5) The shares vested in a two (2) equal installments on April 19, 2004 and April 19, 2005.
- (6) The shares vested in a two (2) equal installments on April 19, 2004 and April 19, 2005.

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.