Kohn Kevin T. Form 4 January 06, 2010

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

1(b).

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting Person **
Kohn Kevin T.

2. Issuer Name **and** Ticker or Trading Symbol

Issu

5. Relationship of Reporting Person(s) to Issuer

(Last)

(C:tr.)

(First)

(Middle)

(7:m)

LIVEPERSON INC [LPSN]
3. Date of Earliest Transaction

(Month/Day/Year)

01/04/2010

(Check all applicable)

_____ Director ______ 10% Owner _____ Other (specify

below) below) EVP, Marketing

C/O LIVEPERSON, INC., 462 SEVENTH AVENUE, 3RD FLOOR

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

NEW YORK, NY 10018

(City)	(State) (Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Form: Beneficially (D) or Owned Indirect	Form: Direct	Beneficial et (I) Ownership		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/04/2010		M	20,000	A	\$ 1.97	20,000	D		
Common Stock	01/04/2010		S(1)	20,000	D	\$ 7	0	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.97	01/04/2010		M	20,000	(2)	11/16/2014	Common Stock	20,000

Reporting Owners

Relationships Reporting Owner Name / Address Other

10% Owner Officer Director

Kohn Kevin T. C/O LIVEPERSON, INC. 462 SEVENTH AVENUE, 3RD FLOOR NEW YORK, NY 10018

EVP, Marketing

Signatures

/s/ Monica L. Greenberg, 01/06/2010 attorney-in-fact

> **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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, **(1)** 2009.
- (2) The option is fully vested and currently exercisable.

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.

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