

Dicso James Joseph  
Form 4  
February 17, 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 \*  
Dicso James Joseph

(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)  
02/15/2011

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)

See Remarks

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 or Price		
Common Stock	02/15/2011		M		60,000 A \$ 5.9	70,000	D
Common Stock	02/15/2011		S <sup>(1)</sup>		60,000 D \$ 10.55	10,000	D
Common Stock	02/15/2011		M		5,000 A \$ 1.79	15,000	D
Common Stock	02/15/2011		S <sup>(1)</sup>		5,000 D \$ 10.55	10,000	D
	02/15/2011		M		40,000 A \$ 1.97	50,000	D

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Common Stock							
Common Stock	02/15/2011	S <sup>(1)</sup>	40,000	D	\$ 10.55 <u>(1)</u>	10,000	D
Common Stock	02/15/2011	M	50,000	A	\$ 3.16	60,000	D
Common Stock	02/15/2011	S <sup>(1)</sup>	50,000	D	\$ 10.55 <u>(1)</u>	10,000	D
Common Stock	02/15/2011	S	10,000	D	\$ 10.43 <u>(2)</u>	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)	\$ 5.9	02/15/2011		M	60,000	<u>(3)</u> 01/30/2017	Common Stock	60,000
Stock Option (right to buy)	\$ 1.79	02/15/2011		M	5,000	<u>(4)</u> 03/15/2019	Common Stock	5,000
Stock Option (right to buy)	\$ 1.97	02/15/2011		M	40,000	<u>(3)</u> 11/16/2014	Common Stock	40,000
	\$ 3.16	02/15/2011		M	50,000	<u>(3)</u> 07/22/2015		50,000

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships				See Remarks
	Director	10% Owner	Officer	Other	
Dicso James Joseph C/O LIVEPERSON, INC. 462 SEVENTH AVENUE 3RD FLOOR NEW YORK, NY 10018					

## Signatures

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

02/17/2011

\*\*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) The average sale price of the options was \$10.5476 per share.
  - (2) The exact sale price of the shares was \$10.4304 per share.
  - (3) The options are fully vested and currently exercisable.
  - (4) The remaining shares covered by this option will become exercisable in three equal installments on each of March 5, 2011, March 5, 2012 and March 5, 2013.

### Remarks:

SVP, Enterprise Sales and Services

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.