

Dicso James Joseph
 Form 4
 March 11, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 03/09/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 | (A) or (D) | Price |
| Common Stock | 03/09/2010 | | M | | 25,000 | A | \$ 3.16 |
| Common Stock | 03/09/2010 | | S | | 25,000 | D | \$ 8.1 |
| Common Stock | 03/09/2010 | | M | | 25,000 | A | \$ 3.45 |
| Common Stock | 03/09/2010 | | S | | 25,000 | D | \$ 8.1 |

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

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SEC 1474
(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) | \$ 3.16 | 03/09/2010 | | M | 25,000 | <u>(1)</u> 07/22/2015 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 3.45 | 03/09/2010 | | M | 25,000 | <u>(2)</u> 02/22/2018 | Common Stock | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dicso James Joseph
C/O LIVEPERSON, INC.
462 SEVENTH AVENUE, 3RD FLOOR
NEW YORK, NY 10018

See Remarks

Signatures

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

03/11/2010

**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 options are fully vested and currently exercisable.

(2) This grant is comprised of (a) a non-qualified stock option for 30,834 shares, of which 21,667 shares are vested and currently exercisable, and 9,167 shares become exercisable on February 22, 2011, and (b) an incentive stock option for 19,166 shares, of which 3,333 are vested

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and currently exercisable, 3,333 shares become exercisable on February 22, 2011, and 12,500 shares become exercisable on February 22, 2012.

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.

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