

## COMVERSE TECHNOLOGY INC/NY/

# Reported by MATSLIACH GABRIEL

### FORM 3

(Initial Statement of Beneficial Ownership)

## Filed 10/07/11 for the Period Ending 10/03/11

Address 810 SEVENTH AVENUE

NEW YORK, NY 10019

Telephone 212-739-1000

CIK 0000803014

Symbol CMVT

SIC Code 3661 - Telephone and Telegraph Apparatus

Industry Software & Programming

Sector Technology

Fiscal Year 01/31





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

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2011

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## INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *	2. Date of Event Require Statement (MM/DD/YYYY) 10/3/2011		YY)		3. Issuer Name and Ticker or Trading Symbol  COMVERSE TECHNOLOGY INC/NY/ [CMVT]							
Matsliach Gabriel		01 01 1	2011									
(Last) (First) (Middle)	4. Relatio	4. Relationship of Reporting				ng Person(s) to Issuer (Check all applicable)						
C/O COMVERSE, INC., 1025	Direc	Director 10% Owner										
BRIGGS RD., SUITE 100			(give title bel roduct Of		Oth	er (specify l	below)					
(Street) MT. LAUREL, NJ 08054	5. If Ame Original I (MM/DD/Y)	Filed	_ X _ Form filed			ual or Joint/Group Filing (Check Applicable Line) iled by One Reporting Person ed by More than One Reporting Person						
(City) (State) (Zip)												
	Table I - I	Non-	Derivativ	e Securities	Bene	ficially C	)wneo	d				
1.Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		es	Ownership C		Owner	Nature of Indirect Beneficial wnership astr. 5)			
Common Stock			192233 (1)(2)			D	D					
Table II - Derivative Seco	urities Benef	icial	ly Owned	( e.g. , puts,	calls	, warran	ts, op	otions, c	onvertible s	ecurities)		
1. Title of Derivate Security (Instr. 4)	Expiration D	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		ying	4. Conversion or Exercise Price of Derivative		5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable		oiration e	Title		ount or nber of res	Secu	ırity	Direct (D) or Indirect (I) (Instr. 5)			
Stock Option (right to purchase)	(3)	10/	1/2012	Common Stock	4(	0000	\$7	<b>'.11</b>	D			
Stock Option (right to purchase)	(3)	12/	19/2013	Common Stock	6	000	\$5	5.60	D			
Stock Option (right to purchase)	(3)	12/	6/2014	Common Stock	15	5000	\$22	2.39	D			
Stock Option (right to purchase)	(3)	10/	14/2015	Common Stock	30	0000	\$24	4.04	D			

- (1) Includes 70,000 shares of Comverse Common Stock deliverable in settlement of vested awards of deferred stock units that were subject to deferred delivery and 114,000 shares of Comverse Common Stock deliverable in settlement of unvested awards of deferred stock units. Shares of Comverse Common Stock deliverable in settlement of unvested awards of deferred stock units consist of 6,000 shares, 6,000 shares, 8,000 shares, 54,000 shares and 40,000 shares granted on each of April 6, 2009 (the "April Award"), September 15, 2009 (the "September Award"), December 3, 2009 (the "December Award"), March 11, 2010 (the "March 2010 Award") and March 3, 2011 (the "March 2011 Award"), respectively. Shares deliverable in settlement of the April Award are scheduled to vest and be delivered on April 6, 2012, subject to accelerated vesting under certain circumstances.
- (2) (Continuation of Footnote 1) Shares in settlement of the September Award are scheduled to vest and be delivered on September 15, 2012, subject to accelerated vesting under certain circumstances. Shares deliverable in settlement of the December Award are scheduled to vest and be delivered in equal installments on each of December 3, 2011 and December 3, 2012, subject to accelerated vesting under certain circumstances. Shares deliverable in settlement of the March 2010 Award are scheduled to vest and be delivered in equal installments on each of March 11, 2012 and March 11, 2013, subject to accelerated vesting under certain circumstances. Shares deliverable in settlement of the March 2011 Award are scheduled to vest as to forty percent (40%) of the underlying shares on March 3, 2012 and 30% of such shares are scheduled to vest and be delivered on each of March 3, 2013 and March 3, 2014, subject to accelerated vesting under certain circumstances.
- (3) The stock option is currently exercisable.

#### Remarks:

Exhibit 24

Reporting Owners

reporting Owners							
Deporting Oxymon Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Matsliach Gabriel C/O COMVERSE, INC. 1025 BRIGGS RD., SUITE 100 MT. LAUREL, NJ 08054			SVP, Chief Product Officer				

### **Signatures**

/s/ Roy Luria, as Attorney-in-Fact for Gabriel Matsliach

\*\*\* Compare A Description 

Date Date

\*\* Signature of Reporting Person

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

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### **POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Joel Legon, Roy Luria and Shefali Shah, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described, to:

- (1) prepare, execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Comverse Technology, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder as amended from time to time (the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, including any electronic filing thereof, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the responsibility to file the Forms 3, 4 and 5 are the responsibility of the undersigned, and the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned further acknowledges and agrees that the attorneys-in-fact and the Company are relying on written and oral information provided by the undersigned to complete such forms and the undersigned is responsible for reviewing the completed forms prior to their filing. The attorneys-in-fact and the Company are not responsible for any errors or omissions in such filings. The attorneys-in-fact and the Company are not responsible for determining whether or not the transactions reported could be matched with any other transactions for the purpose of determining liability for short-swing profits under Section 16(b).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.
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	IN WITNESS	WHEREOF,	, the undersigne	d has caused	l this Powe	er of Attorne	y to be exe	ecuted as	of this	6th day
of Oc	tober, 2011.									

Signature:	/s/ Gabriel Matsliach				
Print Name:	Gabriel Matsliach				
STATE OF	NJ	)			
		)			
COUNTY OF	CAMDEN	)			

On this 6th day of October, 2011, Gabriel Matsliach personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Sheree L. Doe

Notary Public

My Commission Expires:

S HEREE L. DOE Notary Public of New Jersey Commission expires 10/14/2012