

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>BIXBY TIMOTHY E</u>  (Last) (First) (Middle) <u>C/O LIVEPERSON INC.</u> <u>462 SEVENTH AVENUE, 3RD FLOOR</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIVEPERSON INC [ LPSN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock	11/17/2009		M		19,500	A	\$0.29	306,250 <sup>(4)</sup>	D	
Common Stock	11/17/2009		M		4,909	A	\$0.72	311,159 <sup>(4)</sup>	D	
Common Stock	11/17/2009		S <sup>(1)</sup>		24,409	D	\$6.5 <sup>(2)</sup>	286,750 <sup>(4)</sup>	D	
Common Stock	11/18/2009		M		28,100	A	\$0.72	314,850 <sup>(4)</sup>	D	
Common Stock	11/18/2009		S <sup>(1)</sup>		28,100	D	\$6.5 <sup>(3)</sup>	286,750 <sup>(4)</sup>	D	
Common Stock	11/19/2009		M		600	A	\$0.72	287,350 <sup>(4)</sup>	D	
Common Stock	11/19/2009		S <sup>(1)</sup>		600	D	\$6.5	286,750 <sup>(4)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.29	11/17/2009		M			19,500	(5)	11/09/2011	Common Stock	19,500	\$0	0	D	
Stock Option (right to buy)	\$0.72	11/17/2009		M			4,909	(5)	12/12/2012	Common Stock	4,909	\$0	270,091	D	
Stock Option (right to buy)	\$0.72	11/18/2009		M			28,100	(5)	12/12/2012	Common Stock	28,100	\$0	241,991	D	
Stock Option (right to buy)	\$0.72	11/19/2009		M			600	(5)	12/12/2012	Common Stock	600	\$0	241,391	D	

**Explanation of Responses:**

- 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 \$6.50 to \$6.52, 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.
- This price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.53, 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.
- The Form 4 filed by the reporting person on August 13, 2009 did not account for 1,550 shares given by the reporting person as a gift in June 2009. As a result, the number of shares reported as beneficially owned by the reporting person was inaccurate in the August 13, 2009 Form 4, and in each of the Form 4s filed since that date. The numbers reported in this Form 4 correctly report the number of shares beneficially owned by the reporting person after each of the transactions reported herein.
- All shares under the applicable option grants are currently exercisable.

/s/ Monica L. Greenberg,

11/19/2009

[attorney-in-fact](#)

\*\* Signature of Reporting Person      Date

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 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).

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 Number.**