Dumbrell Jeffrey C Form 4 December 06, 2010

share

12/03/2010

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dumbrell Jeffrey C Issuer Symbol VERIFONE SYSTEMS, INC. [PAY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify C/O VERIFONE SYSTEMS. 12/03/2010 below) INC., 2099 GATEWAY PLACE, **Executive Vice President** SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95110 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par value 12/03/2010 M 12,500 Α \$ 19.99 66,625 D \$0.01 per share Common Stock, par value 12/03/2010 $S^{(2)}$ 12,500 D 1,000 D 39.6173 \$0.01 per

M

3,125

Α

\$ 7.46

4,125

D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	12/03/2010	S(2)	3,125	D	\$ 39.6173	1,000	D
Common Stock, par value \$0.01 per share	12/03/2010	M	50,000	A	\$ 7.46	51,000	D
Common Stock, par value \$0.01 per share	12/03/2010	S(2)	50,000	D	\$ 39.6173	1,000	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)

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)	onDerivative		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
Employee Stock Option (right to buy)	\$ 19.99	12/03/2010		M		12,500	<u>(1)</u>	09/02/2015	Common Stock, par value \$0.01 per share	12,500
Employee Stock	\$ 7.46	12/03/2010		M		3,125	<u>(3)</u>	05/01/2016	Common Stock, par	3,125

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Option (right to buy)							value \$0.01 per share	
Employee Stock Option (right to buy)	\$ 7.46	12/03/2010	М	50,000	<u>(4)</u>	05/01/2016	Common Stock, par value \$0.01 per share	50,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dumbrell Jeffrey C C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

Executive Vice President

## **Signatures**

Carolyn Belamide for Jeff
Dumbrell 12/06/2010

\*\*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) 25% of these options became exercisable on 9/2/2009 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.
- (2) The Sale was effected by Mr. Dumbrell to a Rule 10b5-1 sales plan effective as of October 13, 2010.
- (3) 25% of these options became exercisable on 5/1/2010 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.
- (4) 100% of these options became exercisable on 10/31/2010.

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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