LIU ALBERT Form 4 March 07, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

LIU ALBERT

(Print or Type Responses)

1. Name and Address of Reporting Person *

			VERIFONE SYSTEMS, INC. [PAY]				. [PAY]	(Check all applicable)				
(Last) (First) (Middle) C/O VERIFONE SYSTEMS, INC., 2099 GATEWAY PLACE, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 03/07/2011					Director 10% Owner Sylvary Officer (give title Other (specify below)				
SAN JOSE					onth/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secu		red, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Execution any	ned	3. Transacti Code (Instr. 8)		ities A sed of 4 and (A) or	cquired (A)	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)		
Common Stock, par value \$0.01 per share	03/07/2011			M	4,897	A	\$ 11.41	4,897	D			
Common Stock, par value \$0.01 per share	03/07/2011			S(2)	4,897	D	\$ 50.0297	0	D			

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day	ate	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)	\$ 11.41	03/07/2011		M	4,897	<u>(1)</u>	11/03/2015	Common Stock, par value \$0.01 per share	4,897

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SVP, Gen. Counsel & Corp Secre

Signatures

Carolyn Belamide for Albert Liu 03/07/2011

**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) 25% of these options became exercisable on 11/3/2009 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.
- (2) This transaction was executed pursuant to a Rule 10b5-1 sales plan adopted January 10, 2011.

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

Reporting Owners 2

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