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Waller Elmor	e									
Form 4										
January 04, 2										
FORM	4 UNITED	STATES	SECU	RITIES A	ND EX	CHANGE	E COMMISSION	NT.	PPROVAL	
		DINIL S		ashington				N OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31,	
subject to Section 16 Form 4 or	5. SIAIEN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou	Expires. 2005 Estimated average burden hours per response 0.5		
Form 5	Filed put	suant to S	Section	16(a) of th	e Securit	ties Excha	nge Act of 1934,	•	. 0.0	
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(•	•	npany Act 19 Act of 1	of 1935 or Secti 940	on		
(Print or Type R	esponses)									
1. Name and Ad Waller Elmo	ddress of Reporting re	Person <u>*</u>	Symbol	er Name and FONE SYS		Trading	5. Relationship o Issuer Y]			
(Last)	(First) (Middle)					(Che	eck all applicabl	e)	
(2000)	(1100)		3. Date of Earliest Transaction (Month/Day/Year)				Director	109	% Owner	
	ONE SYSTEMS GATEWAY PLA		01/03/2	-			XOfficer (give below) EVP, 1	ve title Oth below) Integrated Solut	ner (specify ions	
	(Street)		4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
SAN JOSE,	CA 95110		Filed(Mo	onth/Day/Yea	r)			One Reporting P More than One R		
		(7:					Person			
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D		Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(A)	Reported Transaction(s)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					inforn requir	nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	Beneficially Owner securities)	1		
1 Title of) 3 Tra	nsaction Da	ate 3Δ Γ	Deemed	4	5 Numb	per of 6 Date Exer	cisable and	7 Title and An	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ O	01/03/2011		А	14,285	<u>(1)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share	14,285
Restricted Stock Units	\$ 0	01/03/2011		А	14,286	<u>(2)</u>	01/03/2018	Common Stock, par value \$0.01 per share	14,286

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Waller Elmore C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			EVP, Integrated Solutions			
Signatures						
Carolyn Belamide for Elmore Waller	01/04/2	011				
**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) 100% vest on January 3, 2012 if (a) the Company achieves it's internal fiscal 2011 organic ontribution margin target for the grantee's responsible business units; and (b) the Company meets its internal fiscal 2011 organic net revenue target.
- (2) 25% of these restricted stock units will vest on January 3, 2012. An additional 6.25% of these restricted stock units vest at the end of each subsequent three month period such that the restricted stock units are fully vested on January 3, 2015.
- (3) Shares underlining vested restricted stock units will be delivered upon the earlier of (i) January 3, 2013; or (ii) the date of termination of the holder's employment with the Company for any reason or no reason; or (iii) the occurrence of a change in control of the Company.

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.