

Dumbrell Jeffrey C
 Form 4
 January 04, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dumbrell Jeffrey C

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS,
 INC., 2099 GATEWAY PLACE,
 SUITE 600

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VERIFONE SYSTEMS, INC. [PAY]

3. Date of Earliest Transaction
 (Month/Day/Year)

01/02/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, EMEA & Asia

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/03/2013		M	3,125	A \$ 0 ⁽³⁾	41,283	D
Common Stock, par value \$0.01 per share	01/03/2013		F	1,207	D \$ 30.31 ⁽³⁾	40,076	D
Common Stock, par value \$0.01	01/04/2013		M	2,411	A \$ 0 ⁽⁴⁾	42,487	D

per share

Common Stock, par value \$0.01 per share	01/04/2013	F	820	D	\$ 30.83 <u>(4)</u>	41,667	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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(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. 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0	01/02/2013		A	24,600	<u>(1)</u>	01/02/2020	Common Stock	24,600
Restricted Stock Units	\$ 0	01/02/2013		A	V 12,300	<u>(2)</u>	01/02/2020	Common Stock	12,300
Restricted Stock Units	\$ 0	01/02/2013		A	V 12,300	<u>(2)</u>	01/02/2020	Common Stock	12,300
Restricted Stock Units	<u>(3)</u>	01/03/2013		M	3,125	<u>(3)</u>	<u>(3)</u>	Common Stock	3,125
Restricted Stock Units	<u>(4)</u>	01/04/2013		M	2,411	<u>(4)</u>	<u>(4)</u>	Common Stock	2,411

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dumbrell Jeffrey C C/O VERIFONE SYSTEMS, INC.			EVP, EMEA &	

2099 GATEWAY PLACE, SUITE 600
SAN JOSE, CA 95110

Asia

Signatures

/s/ Jeff Dumbrell, by Carolyn Belamide, his Attorney
in Fact

01/04/2013

__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 restricted stock units will become exercisable on 1/2/2014 and thereafter 6.25% of these restricted stock units will become exercisable at the end of each subsequent three month period until these restricted stock units are fully vested.
 - (2) The grant is subject to achievement of certain performance criteria prior to October 31, 2013 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.
 - (3) On January 3, 2013 shares of the issuer's common stock underlying these restricted stock units became deliverable without the payment of any consideration and were delivered to the reporting person.
 - (4) On January 4, 2013 shares of the issuer's common stock underlying these restricted stock units became deliverable without the payment of any consideration and were delivered to the reporting person.

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.