Dumbrell Jeffrey C 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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per 0.5 response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Time of Type	(Responses)							
1. Name and Dumbrell J	Address of Reporting Jeffrey C	Sy	mbol		<b>d</b> Ticker or Trading	5. Relationship of l Issuer	Reporting Pers	on(s) to
		VI	ERIF	ONE SY	STEMS, INC. [PAY]	(Check	all applicable	:)
(Last)	(First)	Middle) 3. ]	Date o	of Earliest T	ransaction		••	
		(M	[onth/]	Day/Year)			10%	
C/O VERI	FONE SYSTEMS	6, 03	3/04/2	2011		_X_ Officer (give t		r (specify
INC., 2099	GATEWAY PLA	ACE,				below) Executive	below) e Vice Preside	ent
SUITE 600	0							
	(Street)	4. ]	If Am	endment, D	ate Original	6. Individual or Joi	nt/Group Filin	g(Check
		Fil	ed(Mo	onth/Day/Yea	nr)	Applicable Line)		
						_X_ Form filed by O		
SAN JOSE	E, CA 95110					Form filed by Mo Person	ore than One Re	porting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficial	ly Owne
1.Title of	2. Transaction Date	2A. Deemed		3.	4. Securities Acquired (A	) 5. Amount of	6.	7. Nat
Security	(Month/Day/Year)	Execution Dat	te if	Transactio	omr Disposed of (D)	Securities	Ownershin	Indire

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of		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							33,470	D	
Common Stock par value \$0.01 per share	03/04/2011	03/04/2011	M	8,250	A	\$ 2,928	41,720	D	
	03/04/2011	03/04/2011	S(2)	8,250	D		33,470	D	

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Common Stock par value \$0.01 per share						\$ 50.0405		
Common Stock par value \$0.01 per share	03/04/2011	03/04/2011	M	20,000	A	\$ 35.45	53,470	D
Common Stock par value \$0.01 per share	03/04/2011	03/04/2011	S(2)	20,000	D	\$ 50.0405	33,470	D
Common Stock par value \$0.01 per share	03/04/2011	03/04/2011	M	9,440	A	\$ 36.43	42,910	D
Common Stock par value \$0.01 per share	03/04/2011	03/04/2011	S(2)	9,440	D	\$ 50.0405	33,470	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Nı	ımber of	6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDeriv	vative	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code	Secu	rities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	iired (A)				
	Derivative				or Di	sposed of				
	Security				(D)					
					(Inst	r. 3, 4,				
					and 5	5)				
										Amount
							Date	Expiration	<b></b>	or
							Exercisable	Date	Title	Number
				Code V	(A)	(D)				of Shares
Employee	\$ 29.28	03/04/2011		M		8,250	<u>(1)</u>	07/03/2013	Common	8,250
Stock									Stock par	

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Option (right to buy)							value \$0.01 per share	
Employee Stock Option (right to buy)	\$ 35.45	03/04/2011	M	20,000	(3)	01/03/2014	Common Stock par value \$0.01 per share	20,000
Employee Stock Option (right to buy)	\$ 36.43	03/04/2011	M	9,440	<u>(4)</u>	04/02/2017	Common Stock par value \$0.01 per share	9,440

## **Reporting Owners**

Reporting Owner Name / Address		onsmps		
	Director	10% Owner	Officer	Other
Dumbrell Jeffrey C			Executive	

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

Vice President

Relationshins

## **Signatures**

Carolyn Belamide for Jeff
Dumbrell
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 07/03/2007and 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 01/03/2008 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.
- (4) 25% of these options became exercisable on 4/2/2008 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.

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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