

Waller Elmore  
Form 4  
April 05, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Waller Elmore

(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)

04/05/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP, Integrated Solutions

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

\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   | 2,316   | D  |   |
| Common Stock, par value \$0.01 per share | 04/04/2011                           |  | M                              |   | 40,000  | A  | \$ 28.86  |
|  | 04/04/2011                           |  | M                              |   | 24,218  | A  | \$ 35.45  |
|  |                                      |  |                                |   | 66,534  | D  |   |

Edgar Filing: Waller Elmore - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/04/2011 M 29,218 A \$ 35.47 95,752 D

04/04/2011 M 11,875 A \$ 7.46 107,627 D

04/04/2011 M 30,000 A \$ 7.46 137,627 D

04/04/2011 S<sup>(6)</sup> 135,311 D \$ 54.5337 2,316 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.**

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. 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 Securities (Instr. 3 and 4) |                   |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title             | Amount or Number of Shares |
| Employee Stock                             | \$ 28.86   | 04/04/2011                           |  | M                              | 40,000  | <u>(1)</u>   | 03/22/2013  | Common Stock, par | 40,000                     |

|  |          |            |   |        |            |            |  |
|--|----------|------------|---|--------|------------|------------|--|
| Option<br>(right to<br>buy)                      |          |            |   |        |            |            | value<br>\$0.01 per<br>share                         |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 35.45 | 04/04/2011 | M | 24,218 | <u>(2)</u> | 01/03/2014 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share |
|  |          |            |   |        |            |            | 24,218   |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 35.47 | 04/04/2011 | M | 29,218 | <u>(3)</u> | 07/02/2014 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share |
|  |          |            |   |        |            |            | 29,218   |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 7.46  | 04/04/2011 | M | 11,875 | <u>(4)</u> | 05/01/2016 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share |
|  |          |            |   |        |            |            | 11,875   |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 7.46  | 04/04/2011 | M | 30,000 | <u>(5)</u> | 05/01/2016 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share |
|  |          |            |   |        |            |            | 30,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Waller Elmore<br>C/O VERIFONE SYSTEMS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 |               |           | EVP, Integrated Solutions |       |

## Signatures

Carolyn Belamide for Elmore  
Waller

04/05/2011

\*\*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 3/22/2007 and an additional 6.25% of these options became exercisable at the end of each three month period thereafter.
- (2) 25% of these options became exercisable on 1/3/2008 and an additional 6.25% of these options became exercisable at the end of each three month period thereafter.
- (3)

## Edgar Filing: Waller Elmore - Form 4

25% of these options became exercisable on 7/2/2008 and an additional 6.25% of these options became exercisable at the end of each three month period thereafter.

- (4) 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 three month period thereafter.
- (5) 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 three month period thereafter.
- (6) This transaction was executed pursuant to a Rule 10b5-1 sale plan adopted March 4, 2011.

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.