Waller Elmore Form 4

# August 16, 2011 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

response...

Estimated average burden hours per

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

Waller Elmore			Symbol				I	Issuer				
			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) 08/16/2011					Director 10% Owner X Officer (give title Other (specify below) EVP, Integrated Solutions				
	(Street)		4. If Amendment, Date Original				6	6. Individual or Joint/Group Filing(Check				
CAN IOCE		Filed(Month/Day/Year)				Α	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
SAN JUSE	SAN JOSE, CA 95110							Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	omr 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)		
Stock, par value \$0.01 per share								2,316	D			
Common Stock, par value \$0.01 per share	08/16/2011			M	5,782	A	\$ 35.47	8,098	D			
	08/16/2011			M	5,000	A	\$ 11.41	13,098	D			

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	08/16/2011	M	3,125	A	\$ 7.46	16,223	D
Common Stock, par value \$0.01 per share	08/16/2011	S(4)	13,907	D	\$ 37.1018	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.

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 conf 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 Option (right to buy)	\$ 35.47	08/16/2011		M	5,782	<u>(1)</u>	07/02/2014	Common Stock, par value \$0.01 per share	5,782
Employee Stock Option (right to buy)	\$ 11.41	08/16/2011		M	5,000	<u>(2)</u>	11/03/2015	Common Stock, par value \$0.01 per share	5,000
	\$ 7.46	08/16/2011		M	3,125	(3)	05/01/2016		3,125

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Employee Common Stock Stock, par Option value (right to \$0.01 per buy) share

## **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

08/16/2011

\*\*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 7/2/2008 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 11/3/2009 and an additional 6.25% of these options became exercisable at the end of each three month period thereafter.
- (3) 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.
- (4) This transaction was executed pursuant to a Rule 10b5-1 sale plan adopted July 14, 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.

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