

Dumbrell Jeffrey C  
 Form 4  
 January 04, 2011

**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)

01/03/2011

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)  
 Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share					1,000	D	
Common Stock, par value \$0.01 per share	01/04/2011	01/04/2011	M		48,214	A	(3) 49,214
Common Stock, par value \$0.01 per share	01/04/2011	01/04/2011	F		15,744	D	\$ 33,470 39.47

per share

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	01/03/2011		A	50,000	(1) 01/03/2018	Common Stock, par value \$0.01 per share 50,000
Restricted Stock Units	\$ 0	01/03/2011		A	21,428	(2) 01/03/2012	Common Stock, par value \$0.01 per share 21,428
Restricted Stock Units	(3)	01/04/2011		M	48,214	(3) (3)	Common Stock, par value \$0.01 per share 48,214

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dumbrell Jeffrey C C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			Executive Vice President	

## Signatures

Carolyn Belamide for Jeff  
Dumbrell

01/04/2011

\_\_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 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.
- (2) 100% vest on January 3, 2012 if (a) the Company achieves its internal fiscal 2011 organic contribution margin target for the grantee's responsible business units; and (b) the Company meets its internal fiscal 2011 organic net revenue target.
- (3) On January 4, 2011, 32,470 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.

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