

Dumbrell Jeffrey C
 Form 4
 March 07, 2011

FORM 4

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

OMB APPROVAL

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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)

03/04/2011

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 Indirect Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
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.

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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	\$ 29.28	03/04/2011		M		8,250	⁽¹⁾ 07/03/2013	Common Stock par	8,250

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	(4)	04/02/2017		Common Stock par value \$0.01 per share	9,440

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

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 07/03/2007 and 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.