DENEND LESLIE G

Form 4 July 05, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DENEND LESLIE G Issuer Symbol VERIFONE SYSTEMS, INC. [PAY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify C/O VERIFONE SYSTEMS. 07/02/2012 below) INC., 2099 GATEWAY PLACE, SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

SAN JOSE, CA 95110

Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common Stock, par 07/02/2012 07/02/2012 M 1,500 \$0 D Α 1,500 value \$0.01 per share Common Stock, par 07/02/2012 07/02/2012 M 3.500 5,000 D Α \$0 value \$0.01 per share

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

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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 or Derivative Securities Acquired Disposed (Instr. 3, 5)	re s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o 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)	\$ 32.62	07/02/2012		A	5,000		<u>(1)</u>	07/02/2019	Common Stock, par value \$0.01 per share	5,000
Restricted Stock Unit	\$ 0	07/02/2012		A	2,000		(2)	<u>(3)</u>	Common Stock, par value \$0.01 per share	2,000
Restricted Stock Units	<u>(4)</u>	07/02/2012		M		1,500	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share	1,500
Restricted Stock Units	<u>(4)</u>	07/02/2012		M		3,500	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share	3,500

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

DENEND LESLIE G C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 X

Reporting Owners 2

SAN JOSE, CA 95110

### **Signatures**

Carolyn Belamide for Leslie Denend

07/05/2012

\*\*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) 100% of these options will vest on July 2, 2013.
- (2) 100% of these restricted stock units will vest on July 2, 2013.
- (3) Shares underlining vested restricted stock units will be delivered on July 2, 2013.
- (4) On July 2, 2012 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. 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.

Signatures 3