

Bergeron Douglas
Form 4
January 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Bergeron Douglas

2. Issuer Name and Ticker or Trading Symbol
VERIFONE SYSTEMS, INC. [PAY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O VERIFONE SYSTEMS, INC., 2099 GATEWAY PLACE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

SAN JOSE, CA 95110

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.01 per share | | | | | 1,649,051 | I | By Family Trusts ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | | | | | 35,276 | I | By DGB Investments, Inc. ⁽²⁾ |

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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 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 |
| Employee Stock Option (Right to buy) | \$ 36.46 | 01/03/2012 | | A | | 180,500 | | <u>(3)</u> | 01/03/2019 | Common Stock, par value \$0.01 per share | 180,500 |
| Employee Stock Option (Right to buy) | \$ 36.46 | 01/03/2012 | | A | | 180,500 | | <u>(4)</u> | 01/03/2019 | Common Stock, par value \$0.01 per share | 180,500 |
| Employee Stock Option (Right to buy) | \$ 36.46 | 01/03/2012 | | A | | 186,000 | | <u>(5)</u> | 01/03/2019 | Common Stock, par value \$0.01 per share | 186,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bergeron Douglas C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110 | X | | CEO | |

Signatures

Carolyn Belamide for Douglas Bergeron 01/09/2012

**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) The securities held in trusts for the benefit of members the reporting peron's family. The reporting person disclaims beneficial ownership of these securities except to the extent of his percuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial ownership of these securities for the purposes of Section 16 or any other purpose.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of his percuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 for any other purpose.

(3) 100% vest on January 3, 2013 provided that the Company meets or exceeds its internal Non-GAAP EPS target for the full fiscal year 2012.

(4) 100% vest on January 3, 2013 provided that the Company successfully integrates certain acquisitions closed within fiscal year 2011 and 2012, as determined by the Company's Board of Directors.

(5) 25% of these options will vest on January 3, 2013. An additional 6.25% of these options will vest at the end of each subsequent three month period such that the options are fully vested on January 3, 2016.

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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