Waller Elmore Form 4 October 12, 2010

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

\$0.01 per

(Print or Type Responses)

1. Name and Address of Reporting Person * Waller Elmore			2. Issuer Name and Ticker or Trading Symbol VERIFONE SYSTEMS, INC. [PAY]				I.	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O VERIFONE SYSTEMS, INC., 2099 GATEWAY PLACE, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 10/11/2010					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) EVP, Integrated Solutions			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN JOSE, CA 95110							P	Person			
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or		(D) 55)	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)		
Common Stock	10/11/2010			Code V S	Amount 4,815	(D)	Price \$ 28.0112	2,316	D		
Common Stock, par value \$0.01 per share	10/11/2010			M	1,250	A	\$ 1,250	3,566	D		
Common Stock, par value	10/11/2010			S(3)	1,250	D	\$ 28.0112	2,316	D		

share

Common Stock, par M value 10/11/2010 10,000 A \$ 10 12,316 D \$0.01 per share Common Stock, par \$ 28.0112 2,316 10,000 D $S^{(3)}$ value 10/11/2010 D \$0.01 per share

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.

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. Transactic Code (Instr. 8)	5. Number of Derivative Expiration Day/ Securities (Month/Day/ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Pate	te Underlying Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.05	10/11/2010		M	1,250	<u>(1)</u>	12/09/2013	Common Stock, par value \$0.01 per share	1,250
Employee Stock Option (right to buy)	\$ 10	10/11/2010		M	10,000	(2)	01/07/2015	Common Stock, par value \$0.01 per share	10,000

Reporting Owners

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

Reporting Owners 2

Edgar Filing: Waller Elmore - Form 4

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

10/12/2010

**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) 20% of these options became exercisable on 1/1/2005 and an additional 5% of these options became exercisable at the end of each subsequent three month period thereafter.
- (2) 20% of these options became exercisable on 2/1/2006 and an additional 5% of these options became exercisable at the end of each subsequent three month period thereafter.
- (3) The Sale was effected by Mr. Waller to a Rule 10b5-1 sales plan effective as of September 8, 2010.

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