

Bergeron Douglas
Form 4
July 10, 2012

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 *
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)
07/06/2012

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 | 07/06/2012 | 07/06/2012 | P | 155,000 A | 629,099 | I | By Family Trusts ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | | | | | 35,276 | I | By DGB Investments ⁽²⁾ |
| | 07/06/2012 | 07/06/2012 | P | 155,000 A | 187,276 | I | |

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| | | |
|--|-----------------------------|--|
| Common Stock, par value \$0.01 per share | \$ 32.5013 <u>(3)</u> | By DGB Investments <u>(2)</u> <u>(4)</u> |
|--|-----------------------------|--|

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.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | 07/10/2012 |
| **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)

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The securities held in trusts for the benefit of members the reporting person's family. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is an admission that the reporting person is the beneficial ownership of these securities for the purposes of Section 16 or any other purpose. Beneficial ownership information excludes 1,019,952 shares held by an irrevocable trust managed by a third party trustee for the benefit of the reporting person's children, and over which neither the reporting person nor any of his family members has beneficial ownership. Although such shares were previously included in prior Form 4 filings, pursuant to the terms of the trust, the reporting person does not have beneficial ownership over the shares held by the trust.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this
- (2) 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) Shares purchased between \$32.27 thru \$33.00 per share at an average price of \$32.5013
 - (4) The purchase was effected by DGB Investments, Inc. pursuant to a Rule 10b5-1 purchase plan adopted on June 5, 2012.

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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