VERIFONE SYSTEMS, INC.
Form 4
May 05, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ozayaz Bulent

(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)
05/01/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President, VeriFone SERMEA

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	05/01/2014		M(1)		2,344	A	$ 5.3	6,355	D	
Common Stock, par value $0.01 per share	05/01/2014		M(1)		1,563	A	$ 7.68	7,918	D	
	05/01/2014		M(1)		2,772	A		10,690	D	

Common Stock, par value $0.01 per share						$ 14.29		
Common Stock, par value $0.01 per share	05/01/2014		M[(1)]	4,557	A	$ 14.29	15,247	D
Common Stock, par value $0.01 per share	05/01/2014		M[(1)]	4,557	A	$ 14.29	19,804	D
Common Stock, par value $0.01 per share	05/01/2014		S[(1)]	18,975	D	$ 33.35 [(2)]	829	D

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)		8. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	$ 5.3	05/01/2014		M[(1)]			2,344	[(3)]	01/02/2016	Common Stock, par value $0.01 per share	2,344	
	$ 7.68	05/01/2014		M[(1)]			1,563	[(3)]	07/01/2016		1,563	

Stock Options (right to buy)								Common Stock, par value $0.01 per share	
Stock Options (right to buy)	$ 14.29	05/01/2014		M[(1)]	2,772	[(3)]	11/06/2016	Common Stock, par value $0.01 per share	2,772
Stock Options (right to buy)	$ 14.29	05/01/2014		M[(1)]	4,557	[(3)]	11/06/2016	Common Stock, par value $0.01 per share	4,557
Stock Options (right to buy)	$ 14.29	05/01/2014		M[(1)]	4,557	[(3)]	11/06/2016	Common Stock, par value $0.01 per share	4,557

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ozayaz Bulent C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			President, VeriFone SERMEA	

Signatures

Bulent Ozayaz, by Jun Zheng, his Attorney-in-Fact	05/05/2014
**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) Transaction effected pursuant to a Rule 10b5-1 Plan.

(2) Shares sold between $33.20 and $33.52 per share at a weighted average price of $33.35. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares sold at each separate price.

(3) The stock options underlying this grant are fully exercisable as they previously vested.

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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