

Yanay Eliezer
 Form 4
 January 04, 2013

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 *
 Yanay Eliezer

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)
 01/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Operations

SAN JOSE, CA 95100

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	01/03/2013	01/03/2013	M		1,340	A	\$ 0 10,625	D
Common Stock, par value \$0.01 per share	01/03/2013	01/03/2013	M		5,150	A	\$ 0 15,775	D
Common Stock, par value \$0.01	01/03/2013	01/03/2013	M		20,600	A	\$ 0 36,375	D

per share

Common
Stock, par
value \$0.01
per share

01/04/2013 01/04/2013 M 3,304 A \$ 0 39,679 D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0	01/02/2013		A	24,600	(1) 01/02/2020	Common Stock	24,600
Restricted Stock Units	\$ 0	01/02/2013		A	V 24,600	(2) 01/02/2020	Common stock	24,600
Restricted Stock Units	(3)	01/03/2013		M	1,340	(3) (3)	Common Stock	1,340
Restricted Stock Units	(3)	01/03/2013		M	5,150	(3) (3)	Common Stock	5,150
Restricted Stock Units	(3)	01/03/2013		M	20,600	(3) (3)	Common Stock	20,600
Restricted Stock Units	(4)	01/04/2013		M	3,304	(4) (4)	Common Stock	3,304

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Yanay Eliezer
C/O VERIFONE SYSTEMS, INC.
2099 GATEWAY PLACE, SUITE 600
SAN JOSE, CA 95100

EVP, Operations

Signatures

/s/ Eliezer Yanay, by Carolyn Belamide, his Attorney
in Fact

01/04/2012

__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) 25% of these restricted stock units will become exercisable on 1/2/2014 and thereafter 6.25% of these restricted stock units will become exercisable at the end of each subsequent three month period until these restricted stock units are fully vested.
- (2) The grant is subject to achievement of certain performance criteria prior to October 31, 2013 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.
- (3) On January 3, 2013 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.
- (4) On January 4, 2013 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.