Waller Elmore Form 4 January 05, 2006

# 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**

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**OMB APPROVAL** 

3235-0287

January 31,

OMB

Number:

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).

(Print or Type Responses)

(Fillit of Type I	xesponses)								
1. Name and A Waller Elmo	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	Middle) 3. Date of	f Earliest Ti	ransaction	(Cnec	ck all applicable	;)		
C/O VERIF INC., 2099 SUITE 600	(Month/I S, 01/03/2	Day/Year)	ansaction	DirectorX Officer (give below) Exec VP,		` 1			
	4. If Amo	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
SAN JOSE,	Filed(Mo	nth/Day/Year	c)	Applicable Line) _X_ Form filed by 0 Form filed by N Person					
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature Indirect Beneficia Ownersh		

(,)	()	Table	e I - Non-D	erivative	Secur	ities Acq	uirea, Disposea oi	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	01/03/2006		S(1)	72	D	\$ 24.99	64,643	D	
Common Stock, par value \$0.01 per share	01/03/2006		S <u>(1)</u>	72	D	\$ 25	64,571	D	
Common Stock, par value \$0.01	01/03/2006		S <u>(1)</u>	96	D	\$ 25.12	64,475	D	

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per share							
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	48	D	\$ 25.13	64,427	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	24	D	\$ 25.15	64,403	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	408	D	\$ 25.16	63,995	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	240	D	\$ 25.19	63,755	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	144	D	\$ 25.2	63,611	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	168	D	\$ 25.22	63,443	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	72	D	\$ 25.24	63,371	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	192	D	\$ 25.28	63,179	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	144	D	\$ 25.33	36,035	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	120	D	\$ 25.34	62,915	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	937	D	\$ 25.35	61,978	D

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Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	48	D	\$ 25.37	61,930	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	288	D	\$ 25.36	61,642	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	216	D	\$ 25.39	61,426	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	1,706	D	\$ 25.4	59,720	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	193	D	\$ 25.41	59,527	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	320	D	\$ 25.42	59,207	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	218	D	\$ 25.44	58,989	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	144	D	\$ 25.45	58,845	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	241	D	\$ 25.46	58,604	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo 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

Waller Elmore C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

Exec VP, Integrated Solutions

## **Signatures**

/s/ Elmore
Waller

\*\*Signature of Date

\*\*Signature of Reporting Person

## **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 sale was effected by Mr. Waller pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

#### **Remarks:**

Exhibit 24. Power of Attorney

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.

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