

VeriFone Holdings, Inc.  
 Form 3  
 November 10, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Dumbrell Jeffrey C</p> <p>(Last) (First) (Middle)</p> <p>45022 GARNER DRIVE</p> <p>(Street)</p> <p>ALPHARETTA,Â GAÂ 30004</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VeriFone Holdings, Inc. [PAY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,000	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (1)	04/29/2012	Common Stock	2,188	\$ 10	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	06/30/2012	Common Stock	1,313	\$ 16.25	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	09/02/2015	Common Stock	200,000	\$ 19.99	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	07/03/2013	Common Stock	8,250	\$ 29.28	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	01/03/2014	Common Stock	20,000	\$ 35.45	D	Â
Non-Qualified Stock Option (right to buy)	Â (6)	04/02/2014	Common Stock	50,000	\$ 36.43	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dumbrell Jeffrey C 45022 GARNER DRIVE ALPHARETTA, GA 30004	Â	Â	Â Executive Vice President	Â

## Signatures

/s/ Carolyn Belamide, Power of Attorney for Jeffrey Dumbrell 11/07/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 this stock option vested on May 1, 2006. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (2) 25% of this stock option vested on July 1, 2006. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (3) 25% of this stock option vests on September 2, 2009. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (4) 25% of this stock option vested on July 3, 2007. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (5) 25% of this stock option vested on January 3, 2008. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested
- (6) 25% of this stock option vested on April 2, 2008. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.

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.