

VeriFone Holdings, Inc.  
Form 4  
September 06, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
Turnbull David

(Last) (First) (Middle)

C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2006

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)  
Exec. VP, Operations

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	09/01/2006		S <sup>(1)</sup>	471	D \$ 27.25	175,135	D
Common Stock, par value \$0.01 per share	09/01/2006		S <sup>(1)</sup>	47	D \$ 27.3	175,088	D
Common Stock, par value \$0.01	09/01/2006		S <sup>(1)</sup>	423	D \$ 27.31	174,665	D

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per share							
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	258	D	\$ 27.36	174,407	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	24	D	\$ 27.43	174,383	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	47	D	\$ 27.45	174,336	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	47	D	\$ 27.49	174,289	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	172	D	\$ 27.5	174,117	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	94	D	\$ 27.52	174,023	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	306	D	\$ 27.53	173,717	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	24	D	\$ 27.54	173,693	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	40	D	\$ 27.55	173,653	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	118	D	\$ 27.58	173,535	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	565	D	\$ 27.59	172,970	D

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Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	823	D	\$ 27.6	172,147	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	424	D	\$ 27.61	171,723	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	471	D	\$ 27.65	171,252	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	1,035	D	\$ 27.75	170,217	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	164	D	\$ 27.76	170,053	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	94	D	\$ 27.9	169,959	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	729	D	\$ 27.95	169,230	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	212	D	\$ 27.97	169,018	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	212	D	\$ 27.99	168,806	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	729	D	\$ 28	168,077	D
Common Stock, par value \$0.01 per share	09/01/2006	<u>S<sup>(1)</sup></u>	471	D	\$ 28.11	167,606	D

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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)

Table with columns: 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), Title, Amount or Number of Shares.

Signatures

/s/ Janelle Del Rosso, by Power of Attorney Date 09/05/2006

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 the reporting person pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

Remarks:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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