

VeriFone Holdings, Inc.  
Form 4  
August 21, 2008

**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

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 \*  
**ZWARENSTEIN BARRY**

(Last) (First) (Middle)

**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)  
**08/19/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive VP and CFO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.01 per share | 08/19/2008                           |  | M                              |   | 85,149  | A  | \$ 3.28                           |
| Common Stock, par value \$0.01 per share | 08/19/2008                           |  | M                              |   | 6,250   | A  | 21                                |
| Common Stock, par value \$0.01 per share | 08/19/2008                           |  | F                              |   | 2,142   | D  | \$ 14.73                          |

per share

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.**

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 |                    |                      | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares               |        |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|----------------------|--|---|--|--------|
|  |  |                                      |  |                                | Acquired (A)                       | or Disposed of (D) | (Instr. 3, 4, and 5) |  |   |  |        |
|  |  |                                      |  | Code                           | V                                  | (A)                | (D)                  | Date Exercisable   | Expiration Date   | Title                                    |        |
| Employee Stock Option (right to buy)       | \$ 3.28  | 08/19/2008                           |  | M                              |                                    |                    | 85,149               | <u>(1)</u>   | 07/01/2014  | Common Stock, par value \$0.01 per share | 85,149 |
| Restricted Stock Units                     | <u>(1)</u>   | 08/19/2008                           |  | M                              |                                    |                    | 6,250                | <u>(2)</u>   | <u>(2)</u>  | Common Stock, par value \$0.01 per share | 6,250  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| ZWARENSTEIN BARRY<br>VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 |               |           | Executive VP and CFO |       |

## Signatures

/s/ Barry  
Zwarenstein 08/21/2008

\*\*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).

- 20% of this stock option became exercisable on July 1, 2005, an additional 5% of this stock option became exercisable at the end of each
- (1) subsequent three month period through August 19, 2008. Effective on August 19, 2008, the date that Mr. Zwarenstein's employment with the issuer terminated, no additional shares will become exercisable pursuant to this stock option.
  - (2) On August 19, 2008, 6,250 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.