VeriFone Holdings, Inc. Form 4

April 05, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Adams Jesse	2. Issuer Name <b>and</b> Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)				
C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600	(Month/Day/Year) 04/03/2006	Director 10% Owner Selection Other (specify below) Exec. VP, N. America Sales				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
SAN JOSE, CA 95110	Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owne				

(City)	(State) (	Zip) Table	e I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y 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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	04/03/2006		Code $V$ $S_{\underline{(1)}}$	Amount 485	(D)	Price	(Instr. 3 and 4) 190,928	D	
Common Stock, par value \$0.01 per share	04/03/2006		S(1)	889	D	\$ 29.09	190,039	D	
Common Stock, par value \$0.01	04/03/2006		S <u>(1)</u>	81	D	\$ 29.11	189,958	D	

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per share							
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	40	D	\$ 29.12	189,918	D
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	1,374	D	\$ 29.21	188,544	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	364	D	\$ 29.25	188,180	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	81	D	\$ 29.3	188,099	D
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	81	D	\$ 29.31	188,018	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	364	D	\$ 29.35	187,654	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	526	D	\$ 29.36	187,128	D
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	323	D	\$ 29.37	186,805	D
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	809	D	\$ 29.39	185,996	D
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	1,415	D	\$ 29.4	184,581	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	40	D	\$ 29.41	184,541	D

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Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	121	D	\$ 29.42	184,420	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	243	D	\$ 29.43	184,177	D
Common Stock, par value \$0.01 per share	04/03/2006	S(1)	161	D	\$ 29.44	184,016	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	243	D	\$ 29.45	183,773	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	41	D	\$ 29.46	183,732	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	75	D	\$ 29.47	183,657	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	850	D	\$ 29.48	182,807	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	852	D	\$ 29.49	181,955	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	1,496	D	\$ 29.5	180,459	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	1,333	D	\$ 29.51	179,126	D
Common Stock, par value \$0.01 per share	04/03/2006	S <u>(1)</u>	163	D	\$ 29.52	178,963	D
	04/03/2006	S(1)	404	D		178,559	D

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Common \$
Stock, par 29.53

value \$0.01 per share

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	
				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

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

Exec. VP, N. America Sales

#### **Signatures**

/s/ Janelle Del Rosso, by Power of Attorney 04/04/2006

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 4

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