

Turnbull David
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
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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(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)
01/03/2006

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 _____ Other (specify
below) 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	173 D	\$ 25.44	235,027	D
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	115 D	\$ 25.45	234,912	D
	01/03/2006		S ⁽¹⁾	192 D		234,720	D

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Common Stock, par value \$0.01 per share					\$ 25.46		
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	270	D	\$ 25.47	234,450	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	1,038	D	\$ 25.49	233,412	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	327	D	\$ 25.5	233,085	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	211	D	\$ 25.54	232,874	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	115	D	\$ 25.55	232,759	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	38	D	\$ 25.56	232,721	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	288	D	\$ 25.57	232,433	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	173	D	\$ 25.58	232,260	D
	01/03/2006	<u>S(1)</u>	211	D	\$ 25.6	232,049	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/03/2006

S⁽¹⁾

250

D

\$
25.77

231,799

D

Common
Stock, par
value
\$0.01 per
share

01/03/2006

S⁽¹⁾

293

D

\$
25.84

231,606

D

Common
Stock, par
value
\$0.01 per
share

201,213 ⁽²⁾

I

By NBI
Irrevocable
Trust #1 ⁽³⁾

Common
Stock, par
value
\$0.01 per
share

201,213 ⁽²⁾

I

By NBI
Irrevocable
Trust #2 ⁽³⁾

Common
Stock, par
value
\$0.01 per
share

201,213 ⁽²⁾

I

By NBI
Irrevocable
Trust #3 ⁽³⁾

Common
Stock, par
value
\$0.01 per
share

201,213 ⁽²⁾

I

By NBI
Irrevocable
Trust #4 ⁽³⁾

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- ers Follo- wing Repor- ting (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
Turnbull David C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	Exec VP, Operations

Signatures

/s/ David
Turnbull 01/04/2006

__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. Turnbull pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.
- (2) Represents number of shares held by each specified trust, respectively.
- The reporting person's spouse is a trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the
- (3) filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

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.