

ZWARENSTEIN BARRY
 Form 4
 November 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
ZWARENSTEIN BARRY

(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)
10/31/2006

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	10/31/2006		M	4,000	A	\$ 10	4,000	D
Common Stock, par value \$0.01 per share	10/31/2006		S ⁽¹⁾	600	D	\$ 29	3,400	D
	10/31/2006		S ⁽¹⁾	400	D	\$ 29.03	3,000	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	300	D	\$ 29.05	2,700	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.06	2,500	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	100	D	\$ 29.07	2,400	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	400	D	\$ 29.09	2,000	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	100	D	\$ 29.095	1,900	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.12	1,700	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	100	D	\$ 29.15	1,600	D
Common Stock, par value \$0.01 per share	10/31/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.16	1,400	D
	10/31/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.17	1,200	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/31/2006

S⁽¹⁾

400

D

\$ 29.18 800

D

Common
Stock, par
value
\$0.01 per
share

10/31/2006

S⁽¹⁾

400

D

\$ 29.2 400

D

Common
Stock, par
value
\$0.01 per
share

10/31/2006

S⁽¹⁾

200

D

\$ 29.21 200

D

Common
Stock, par
value
\$0.01 per
share

10/31/2006

S⁽¹⁾

200

D

\$ 29.22 0

D

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

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(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 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. Amount or Number of Shares
	\$ 10	10/31/2006		M	4,000	(2) 04/29/2012		4,000

Employee
Stock
Option
(right to
buy)

Common
Stock, par
value
\$0.01 per
share

Reporting Owners

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

Signatures

/s/ Janelle Del Rosso, by Power of Attorney
11/02/2006

__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. Zwarenstein pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.
- (2) 25% of this stock option became exercisable on May 1, 2006. The remaining portion of this stock option will vest pro rata quarterly over the three years thereafter.

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.