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

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

may continue. See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Turnbull David

> (First) (Middle)

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

(Street)

SAN JOSE, CA 95110

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X_ Officer (give title 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

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acc	quired, Disposed	of, or Benefic	ially 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. 1)	
Common Stock, par value \$0.01 per share	01/03/2006		S <u>(1)</u>	58	D	\$ 24.99	239,548	D	
Common Stock, par value \$0.01 per share	01/03/2006		S <u>(1)</u>	58	D	\$ 25	239,490	D	
	01/03/2006		S <u>(1)</u>	77	D		239,413	D	

Common Stock, par value \$0.01 per share					\$ 25.12		
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	38	D	\$ 25.13	239,375	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	19	D	\$ 25.15	239,356	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	327	D	\$ 25.16	239,029	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	192	D	\$ 25.19	238,837	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	115	D	\$ 25.2	238,722	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	135	D	\$ 25.22	238,587	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	58	D	\$ 25.24	238,529	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	154	D	\$ 25.28	238,375	D
	01/03/2006	S <u>(1)</u>	115	D		238,260	D

Common Stock, par value \$0.01 per share					\$ 25.33		
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	96	D	\$ 25.34	238,164	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	749	D	\$ 25.35	237,415	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	38	D	\$ 25.37	237,377	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	231	D	\$ 25.36	237,146	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	173	D	\$ 25.39	236,973	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	1,364	D	\$ 25.4	235,609	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	254	D	\$ 25.41	235,455	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	255	D	\$ 25.42	235,200	D
						201,213 (2)	I

Common Stock, par value \$0.01 per share			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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	TT:41	or	
						Exercisable	Date	Title	Number	
				C 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 4

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 Date
Reporting Person

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.

Remarks:

Exhibit 24. Power of Attorney

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.

Signatures 5