

VeriFone Holdings, Inc.  
 Form 4  
 May 02, 2006

**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

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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 \*  
 Adams Jesse

(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)  
 03/22/2006

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 below) \_\_\_ Other (specify below)  
 Exec VP, N America Sales

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 (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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 05/01/2006                           |  | S <sup>(1)</sup>               | 413 D   | \$ 30.47  | 172,000  | D                                 |
| Common Stock, par value \$0.01 per share | 05/01/2006                           |  | S <sup>(1)</sup>               | 998 D   | \$ 30.48  | 171,002  | D                                 |
| Common Stock, par value \$0.01           | 05/01/2006                           |  | S <sup>(1)</sup>               | 1,135 D   | \$ 30.49  | 169,867  | D                                 |

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|   |            |                        |       |   |             |         |   |
|---|------------|------------------------|-------|---|-------------|---------|---|
| per share   |            |                        |       |   |             |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 69    | D | \$ 30.5     | 169,798 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 34    | D | \$<br>30.52 | 169,764 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 103   | D | \$<br>30.53 | 169,661 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 344   | D | \$<br>30.54 | 169,317 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 34    | D | \$<br>30.55 | 169,283 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 895   | D | \$<br>30.56 | 168,388 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 69    | D | \$<br>30.57 | 168,319 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 378   | D | \$<br>30.58 | 167,941 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 1,720 | D | \$ 30.6     | 166,221 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 34    | D | \$<br>30.62 | 166,187 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/01/2006 | <u>S<sup>(1)</sup></u> | 378   | D | \$<br>30.68 | 165,809 | D |

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|  |            |              |     |   |          |         |   |
|--|------------|--------------|-----|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | 05/01/2006 | <u>S</u> (1) | 70  | D | \$ 30.69 | 165,739 | D |
| Common Stock, par value \$0.01 per share | 05/01/2006 | <u>S</u> (1) | 172 | D | \$ 30.7  | 165,567 | D |
| Common Stock, par value \$0.01 per share | 05/01/2006 | <u>S</u> (1) | 69  | D | \$ 30.71 | 165,498 | D |
| Common Stock, par value \$0.01 per share | 05/01/2006 | <u>S</u> (1) | 999 | D | \$ 30.8  | 164,499 | D |
| Common Stock, par value \$0.01 per share | 05/01/2006 | <u>S</u> (1) | 69  | D | \$ 30.81 | 164,430 | D |

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 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) |                  |                 |  |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                                    | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 28.86   | 03/22/2006                           |  | A                              |   | 40,000   |   | (2)              | 03/22/2013      | Common Stock, par value \$0.01 per share | 40,000                     |
| Restricted Stock                           | \$ 0 (3)   | 03/22/2006                           |  | A                              |   | 10,000   |   | (4)              | (4)             | Common Stock, par                        | 10,000                     |

Units

value  
\$0.01 per  
share

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Adams Jesse<br>C/O VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 |               |           | Exec VP, N America Sales |       |

## Signatures

/s/ Janelle Del Rosso, by Power of Attorney  
05/01/2006

\_\_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.
- (2) 25% of this stock option vests on March 22, 2007. An additional 6.25% of this stock option vests at the end of each subsequent three month period such that this stock option is fully vested on March 22, 2010.
- (3) 1-for-1 conversion.  
25% of these restricted stock units vest on March 22, 2007. An additional 6.25% of these restricted stock units vest at the end of each
- (4) subsequent three month period such that these restricted stock units are fully vested on March 22, 2010. Vested shares will be delivered to the reporting person reasonably promptly after each vesting date.

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.