

Waller Elmore
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Waller Elmore

(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, Integrated Solutions

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)
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	72 D	\$ 24.99 64,643	D	
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	72 D	\$ 25 64,571	D	
Common Stock, par value \$0.01	01/03/2006		S ⁽¹⁾	96 D	\$ 25.12 64,475	D	

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per share

Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	48	D	\$ 25.13	64,427	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	24	D	\$ 25.15	64,403	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	408	D	\$ 25.16	63,995	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	240	D	\$ 25.19	63,755	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	144	D	\$ 25.2	63,611	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	168	D	\$ 25.22	63,443	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	72	D	\$ 25.24	63,371	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	192	D	\$ 25.28	63,179	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	144	D	\$ 25.33	36,035	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	120	D	\$ 25.34	62,915	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	937	D	\$ 25.35	61,978	D
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Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	48	D	\$ 25.37	61,930	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	288	D	\$ 25.36	61,642	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	216	D	\$ 25.39	61,426	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	1,706	D	\$ 25.4	59,720	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	193	D	\$ 25.41	59,527	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	320	D	\$ 25.42	59,207	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	218	D	\$ 25.44	58,989	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	144	D	\$ 25.45	58,845	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> (1)	241	D	\$ 25.46	58,604	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
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SEC 1474
(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (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
Waller Elmore C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	Exec VP, Integrated Solutions

Signatures

/s/ Elmore
Waller 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. Waller pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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.
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