

VeriFone Holdings, Inc.
 Form 4
 May 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)
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
 Officer (give title below) ___ Other (specify below)
Senior 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 04/28/2006 | | M | | 4,000 A \$ 3.28 | 4,000 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | | S ⁽¹⁾ | | 250 D \$ 30.57 | 3,750 | D |
| Common Stock, par value \$0.01 | 04/28/2006 | | S ⁽¹⁾ | | 500 D \$ 30.65 | 3,250 | D |

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| | | | | | | | |
|---|------------|------------------------|-------|---|-------------|-------|---|
| per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 30.7 | 2,250 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 250 | D | \$ 30.82 | 2,000 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 500 | D | \$ 30.9 | 1,500 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 30.96 | 1,400 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 700 | D | \$ 31 | 700 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 31.02 | 600 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 31.05 | 400 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 31.1 | 200 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 31.15 | 100 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 31.2 | 0 | D |

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 |
| Employee Stock Option (right to buy) | \$ 28.86 | 03/22/2006 | | A | 80,000 | (2) 03/22/2013 | Common Stock, par value \$0.01 per share 80,000 |
| Restricted Stock Units | \$ 0 (3) | 03/22/2006 | | A | 10,000 | (4) (4) | Common Stock, par value \$0.01 per share 10,000 |
| Employee Stock Option (right to buy) | \$ 3.28 | 04/28/2006 | | M | 4,000 | (5) 07/31/2014 | Common Stock, par value \$0.01 per share 4,000 |

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 | | | Senior VP and CFO | |

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. Zwarenstein 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.
- (5) 20% of this stock option vested on July 1, 2005. An additional 5% of this stock option vests at the end of each subsequent three month period such that this stock option is fully vested on July 1, 2009.

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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