

VeriFone Holdings, Inc.  
 Form 4  
 October 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
**09/29/2006**

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 |   |  |                                   |
| Common Stock, par value \$0.01 per share | 09/29/2006                           |  | M                              |   |   | 4,000  | \$ 10   | 4,000  | D                                 |
| Common Stock, par value \$0.01 per share | 09/29/2006                           |  | S <sup>(1)</sup>               |   |   | 100    | \$ 28.55  | 3,900  | D                                 |
| Common Stock, par value \$0.01           | 09/29/2006                           |  | S <sup>(1)</sup>               |   |   | 100    | \$ 28.56  | 3,800  | D                                 |

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|   |            |                        |     |   |             |       |   |
|---|------------|------------------------|-----|---|-------------|-------|---|
| per share   |            |                        |     |   |             |       |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 300 | D | \$<br>28.59 | 3,500 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 200 | D | \$<br>28.62 | 3,300 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 400 | D | \$<br>28.63 | 2,900 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 200 | D | \$<br>28.64 | 2,700 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 500 | D | \$<br>28.65 | 2,200 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 500 | D | \$<br>28.66 | 1,700 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$<br>28.67 | 1,600 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$<br>28.68 | 1,500 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 200 | D | \$<br>28.69 | 1,300 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.7     | 1,200 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 200 | D | \$<br>28.71 | 1,000 | D |

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|  |            |                        |     |   |          |     |   |
|--|------------|------------------------|-----|---|----------|-----|---|
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.74 | 900 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.76 | 800 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.79 | 700 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 200 | D | \$ 28.83 | 500 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.91 | 400 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.93 | 300 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 28.99 | 200 | D |
| Common Stock, par value \$0.01 per share | 09/29/2006 | <u>S<sup>(1)</sup></u> | 200 | D | \$ 29    | 0   | 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.**

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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------|

(D)  
(Instr. 3, 4,  
and 5)

|  | Code | V | (A)   | (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
|--|------|---|-------|-------|---------------------|--------------------|--|--|
| Employee<br>Stock<br>Option<br>(right to<br>buy) |      |   | \$ 10 |       | 09/29/2006          |                    | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 4,000                                  |
|  | M    |   |       | 4,000 | (2)                 | 04/29/2012         |  |  |

## Reporting Owners

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

## Signatures

/s/ Janelle Del Rosso, by Power of Attorney  
10/02/2006

\_\_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.