

Turnbull David  
Form 4  
February 03, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Turnbull David

(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)  
02/01/2006

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, Operations

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 or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D) Code V Amount Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/01/2006		S(1)	942 D \$ 24.5	230,664	D	
Common Stock, par value \$0.01 per share	02/01/2006		S(1)	222 D \$ 24.51	230,442	D	
	02/01/2006		S(1)	83 D	230,359	D	

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Common Stock, par value \$0.01 per share					\$ 24.55		
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	83	D	\$ 24.58	230,276	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	139	D	\$ 24.59	230,137	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	83	D	\$ 24.63	230,054	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	55	D	\$ 24.64	229,999	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	166	D	\$ 24.65	229,833	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	83	D	\$ 24.66	229,750	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	249	D	\$ 24.7	229,501	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	361	D	\$ 24.76	229,140	D
	02/01/2006	<u>S<sup>(1)</sup></u>	165	D		228,975	D

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Common Stock, par value \$0.01 per share					\$ 24.77		
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	305	D	\$ 24.8	228,670	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	138	D	\$ 24.86	228,532	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	29	D	\$ 24.9	228,503	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	279	D	\$ 25.05	228,224	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	112	D	\$ 25.19	228,112	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	55	D	\$ 25.2	228,057	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	54	D	\$ 25.22	228,003	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	139	D	\$ 25.23	227,864	D
	02/01/2006	<u>S<sup>(1)</sup></u>	110	D		227,754	D

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Common Stock, par value \$0.01 per share					\$ 25.29			
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	55	D	\$ 25.5	227,699	D	
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	249	D	\$ 25.52	227,450	D	
Common Stock, par value \$0.01 per share	02/01/2006	<u>S<sup>(1)</sup></u>	138	D	\$ 25.53	227,312	D	
Common Stock, par value \$0.01 per share						201,213 <sup>(2)</sup>	I	By NBI Irrevocable Trust #1 <sup>(3)</sup>
Common Stock, par value \$0.01 per share						201,213 <sup>(2)</sup>	I	By NBI Irrevocable Trust #2 <sup>(3)</sup>
Common Stock, par value \$0.01 per share						201,213 <sup>(2)</sup>	I	By NBI Irrevocable Trust #3 <sup>(3)</sup>
Common Stock, par value \$0.01 per share						201,213 <sup>(2)</sup>	I	By NBI Irrevocable Trust #4 <sup>(3)</sup>

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)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo 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

Turnbull David  
C/O VERIFONE HOLDINGS, INC.  
2099 GATEWAY PLACE, SUITE 600  
SAN JOSE, CA 95110

Exec. VP, Operations

## Signatures

/s/ Janelle Del Rosso, by Power of  
Attorney

02/02/2006

\_\_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. 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 purpose of Section 16 or for any other purpose.

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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