

Turnbull David  
Form 4  
February 03, 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 \*  
Turnbull David

2. Issuer Name and Ticker or Trading Symbol  
VeriFone Holdings, Inc. [PAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP, Operations

C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN JOSE, CA 95110

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	02/01/2006		S <sup>(1)</sup>	942	D	\$ 24.5	230,664 D
Common Stock, par value \$0.01 per share	02/01/2006		S <sup>(1)</sup>	222	D	\$ 24.51	230,442 D
	02/01/2006		S <sup>(1)</sup>	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(1)</u>	83	D	\$ 24.58	230,276	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	139	D	\$ 24.59	230,137	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	83	D	\$ 24.63	230,054	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	55	D	\$ 24.64	229,999	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	166	D	\$ 24.65	229,833	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	83	D	\$ 24.66	229,750	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	249	D	\$ 24.7	229,501	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	361	D	\$ 24.76	229,140	D
	02/01/2006	<u>S(1)</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 <u>(2)</u>	I	By NBI Irrevocable Trust #1 <u>(3)</u>
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #2 <u>(3)</u>
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #3 <u>(3)</u>
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #4 <u>(3)</u>

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

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