Waller Elmore Form 4 May 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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0.5

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Waller Elmore

2. Issuer Name and Ticker or Trading Symbol

VeriFone Holdings, Inc. [PAY]

Issuer

(Middle)

3. Date of Earliest Transaction

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

(First)

SUITE 600

(Instr. 3)

(Last)

(Month/Day/Year)

05/01/2009

Director 10% Owner Other (specify X_ Officer (give title below) below)

5. Relationship of Reporting Person(s) to

EVP, Integrated Solutions

(Check all applicable)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN JOSE, CA 95110

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) (Instr. 4)

Following Reported

or Code V Amount (D) Price

(A)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amour Underlying Securit

7. Nature of

Ownership

(Instr. 4)

Indirect

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 7.46	05/01/2009		A	50,000	<u>(1)</u>	05/01/2016	Common Stock, par value \$0.01 per share	50,0
Non-Qualified Stock Option (right to buy)	\$ 7.46	05/01/2009		A	50,000	(2)	05/01/2016	Common Stock, par value \$0.01 per share	50,0

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

EVP, Integrated Solutions

Signatures

Carolyn Belamide for Elmore Waller

05/01/2009

**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) Options have a four year vesting term. Options become exercisable as of 25% on 5/1/10 and 1/16th at the end of each three month period thereafter.

Option will be earned on the next business day after the Company's Annual Report on Form 10-K for the year ending October 31, 2009, is filed with the Securities and Exchange Commission provided that the Company has reported non-GAAP earnings per share (determined

on a basis consistent with the Company's calculation of non-GAAP earnings per share as reported in the Company's earnings release for the fiscal year ended October 31, 2008) equals or exceeds the 2009 financial target specified by the Company's board of directors. If earned, the option grant will vest, subject to continued employment on October 31, 2010 unless vesting is accelerated as described below. Any options that are not earned will be forfeited.

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.

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