VeriFone Holdings, Inc. Form 4 November 04, 2008

#### FORM 4

subject to

Section 16.

Form 4 or

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

Check this box if no longer CTLATERATE OF CHANGES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*\* RINEHART CHARLES R

(First)

Symbo

2. Issuer Name **and** Ticker or Trading Symbol

VeriFore Holdings Inc. [PAY]

VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year) 11/03/2008

5. Relationship of Reporting Person(s) to Issuer

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Officer (give title

(Check all applicable)

10% Owner

Other (specify

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

(Street) 4. If Amendment, Date Original

(Zip)

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

\_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

below)

SAN JOSE, CA 95110

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2A.

(State)

2. Transaction Date 2A. Deemed
(Month/Day/Year) Execution Date, if
any
(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(A) Reported
Transaction(s)
or
Code V Amount (D) Price (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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title of 2.
 Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

4. 5. Number of TransactionDerivative

6. Date Exercisable and Expiration Date

7. Title and Amount of 8 Underlying Securities 1

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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 (D) (Instr. 3, 4, and 5)	` `	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(Α) (Γ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 11.41	11/03/2008		A	11,000	<u>(1)</u>	11/03/2015	Common Stock, par value \$0.01 per share	11,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RINEHART CHARLES R C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	X					

# **Signatures**

/s/ Dawn LaPlante, by Power of Attorney 11/04/2008

\*\*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) 25% of this stock option vests on November 3, 2009. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.

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.

Reporting Owners 2