

Adams Jesse
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Adams Jesse

(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 below) ____ Other (specify below)
Exec. VP, N. America Sales

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 (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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾		898	D	\$ 24.5 205,773
Common Stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾		211	D	\$ 24.51 205,562
Common Stock, par value \$0.01	02/01/2006		S ⁽¹⁾		79	D	\$ 24.55 205,483

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per share

Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	79	D	\$ 24.58	205,404	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	132	D	\$ 24.59	205,272	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	79	D	\$ 24.63	205,193	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	53	D	\$ 24.64	205,140	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	159	D	\$ 24.65	204,981	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	79	D	\$ 24.66	204,902	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	238	D	\$ 24.7	204,664	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	343	D	\$ 24.76	204,321	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	159	D	\$ 24.77	204,162	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	291	D	\$ 24.8	203,871	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	132	D	\$ 24.86	203,739	D
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Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	26	D	\$ 24.9	203,713	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	264	D	\$ 25.05	203,449	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	106	D	\$ 25.19	203,343	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	53	D	\$ 25.2	203,290	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	54	D	\$ 25.22	203,236	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	132	D	\$ 25.23	203,104	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	106	D	\$ 25.29	202,998	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	53	D	\$ 25.5	202,945	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	238	D	\$ 25.52	202,707	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S</u> (1)	132	D	\$ 25.53	205,575	D

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

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(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 Benef Own Follo Repor 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

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

Exec. VP, N. America Sales

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. Adams pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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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