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Form 4												
FORN	4 UNITED	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number:		
Check th if no lon subject t Section Form 4 o Form 5	ger STATE o STATE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5			
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17	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 A DYKES RC						5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)	(Middle)		of Earliest T	U - L			(Check	all applicable)		
	FONE HOLDIN GATEWAY PL		(Month/I 12/19/2	Day/Year) 2008				Director X Officer (give t below) Chief F				
				ed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
SAN JOSE	, CA 95110							Form filed by Mo Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securi	ties Acqu	iired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code	4. Securitie por Dispose (Instr. 3, 4	d of (È))	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	12/19/2008			P	129,082		\$ 5.4233	129,082	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	Date	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				0000	(II) (D)			Ľ	51141 00		
Dono	dina	whore									

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DYKES ROBERT R B C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			Chief Financial Officer					
Signatures								
Carolyn Belamide for Robert								
Dykes	12/23/200)8						
**Signature of Reporting Person	Date							
Explanation of Poonor								

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).

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.