

Dumbrell Jeffrey C  
 Form 4  
 January 21, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Dumbrell Jeffrey C

(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)  
 01/20/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	01/20/2010		M	2,188	A	\$ 10	3,188	D
Common Stock, par value \$0.01 per share	01/20/2010		S <sup>(2)</sup>	688	D	\$ 18.58	2,500	D
	01/20/2010		S <sup>(2)</sup>	300	D		2,200	D

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Common Stock, par value \$0.01 per share					\$	18.615		
Common Stock, par value \$0.01 per share	01/20/2010	S <sup>(2)</sup>	100	D	\$ 18.62	2,100		D
Common Stock, par value \$0.01 per share	01/20/2010	S <sup>(2)</sup>	600	D	\$ 18.625	1,500		D
Common Stock, par value \$0.01 per share	01/20/2010	S <sup>(2)</sup>	400	D	\$ 18.63	1,100		D
Common Stock, par value \$0.01 per share	01/20/2010	S <sup>(2)</sup>	100	D	\$ 18.66	1,000		D

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

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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. Amount or Number of Shares
	\$ 10	01/20/2010		M	2,188	(1) 04/29/2012		2,188

Employee  
 Stock  
 Option  
 (right to  
 buy)

Common  
 Stock, par  
 value  
 \$0.01 per  
 share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dumbrell Jeffrey C C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			Executive Vice President	

## Signatures

Carolyn Belamide for Jeff Dumbrell 01/21/2010

\*\*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 these options became exercisable on 4/29/2006 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.
- (2) The Sale was effected by Mr. Dumbrell to a Rule 10b5-1 sales plan effective as of December 18, 2009.

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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