Turnbull David Form 4 June 05, 2006

## FORM 4

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

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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**OMB APPROVAL** 

3235-0287

January 31,

OMB

Number:

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

Section 16.

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 * Turnbull David			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600		(Middle)	VeriFone Holdings, Inc. [PAY]  3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year) 06/01/2006	Director 10% Owner Sofficer (give title Other (specify below) Exec. VP, Operations			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			

#### SAN JOSE, CA 95110

Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_ Form filed by More than One Reporting Person

(City)	(State) (	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	06/01/2006		S(1)	47	D	\$ 31.55	199,559	D	
Common Stock, par value \$0.01 per share	06/01/2006		S <u>(1)</u>	47	D	\$ 31.56	199,512	D	
Common Stock, par value \$0.01	06/01/2006		<u>S(1)</u>	47	D	\$ 31.57	199,465	D	

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per share							
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	47	D	\$ 31.6	199,418	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	306	D	\$ 31.65	199,112	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	235	D	\$ 31.68	198,877	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	118	D	\$ 31.7	198,759	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	118	D	\$ 31.72	198,641	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	282	D	\$ 31.75	198,359	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	235	D	\$ 31.76	198,124	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	188	D	\$ 31.77	197,936	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	47	D	\$ 31.78	197,889	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	447	D	\$ 31.8	197,442	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	376	D	\$ 31.81	197,066	D

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Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	94	D	\$ 31.82	196,972	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	212	D	\$ 31.83	196,760	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	471	D	\$ 31.84	196,289	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	424	D	\$ 31.85	195,865	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	353	D	\$ 31.86	195,512	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	141	D	\$ 31.87	195,371	D

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Turnbull David

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

Exec. VP, Operations

## **Signatures**

/s/ Janelle Del Rosso, by Power of Attorney

06/05/2006

\*\*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 the reporting person 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. 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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