

Turnbull David
Form 4
February 03, 2006

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 *
Turnbull David

2. Issuer Name and Ticker or Trading Symbol
VeriFone Holdings, Inc. [PAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VERIFONE HOLDINGS,
INC., 2099 GATEWAY PLACE,
SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Operations

(Street)
SAN JOSE, CA 95110

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾		137	D	\$ 25.56
					227,175	D	
Common Stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾		137	D	\$ 25.59
					227,038	D	
	02/01/2006		S ⁽¹⁾		381	D	\$ 25.6
					226,657	D	

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	137	D	\$ 25.62	226,520	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	195	D	\$ 25.65	226,325	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	221	D	\$ 25.66	226,104	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	111	D	\$ 25.68	225,993	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	137	D	\$ 25.69	225,856	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	195	D	\$ 25.7	225,661	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	29	D	\$ 25.71	225,632	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S(1)</u>	195	D	\$ 25.73	225,437	D
	02/01/2006	<u>S(1)</u>	137	D		225,300	D

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Common Stock, par value \$0.01 per share					\$ 25.74		
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	112	D	\$ 25.76	225,188	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	83	D	\$ 25.78	225,105	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	111	D	\$ 25.79	224,994	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	111	D	\$ 25.8	224,883	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	471	D	\$ 25.83	224,412	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	29	D	\$ 25.84	224,383	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	83	D	\$ 25.85	224,300	D
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	29	D	\$ 25.87	224,271	D
	02/01/2006	<u>S⁽¹⁾</u>	138	D		224,133	D

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Common Stock, par value \$0.01 per share					\$	25.88		
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	471	D	\$ 25.9	223,662	D	
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	28	D	\$ 25.91	223,634	D	
Common Stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	28	D	\$ 25.93	223,606	D	
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #1 <u>(3)</u>
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #2 <u>(3)</u>
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #3 <u>(3)</u>
Common Stock, par value \$0.01 per share						201,213 <u>(2)</u>	I	By NBI Irrevocable Trust #4 <u>(3)</u>

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

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