

VeriFone Holdings, Inc.  
 Form 4  
 September 26, 2005

**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

(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)  
 09/23/2005

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)  
 Exec. VP, Operations

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) |                        |   |  |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|--|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                        |   |  |
| Common Stock, par value \$0.01 per share | 09/23/2005                           |  | S                              |   | 55,955  | D  | \$ 20.78  | 201,213 <sup>(2)</sup> | I | By NBI Irrevocable Trust #1 <sup>(1)</sup> |
| Common Stock, par value \$0.01 per share | 09/23/2005                           |  | S                              |   | 55,955  | D  | \$ 20.78  | 201,213 <sup>(2)</sup> | I | By NBI Irrevocable Trust #2 <sup>(1)</sup> |
|  | 09/23/2005                           |  | S                              |   | 55,955  | D  |   | 201,213 <sup>(2)</sup> | I |  |

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|  |            |  |   |        |    |    |                        |   |  |  |
|--|------------|--|---|--------|----|----|------------------------|---|--|--|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |  |   |        | \$ |    |                        |   |  | By NBI<br>Irrevocable<br>Trust #3 <sup>(1)</sup> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 09/23/2005 |  | S | 55,955 | D  | \$ | 201,213 <sup>(2)</sup> | I |  | By NBI<br>Irrevocable<br>Trust #4 <sup>(1)</sup> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 09/23/2005 |  | S | 21,089 | D  | \$ | 239,606                | 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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Turnbull David<br>C/O VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 |               |           | Exec. VP, Operations |       |

## Signatures

/s/ Eric Lin, by power of  
attorney

09/26/2005

\_\_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).

The reporting person's spouse is a trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the

- (1) filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.
- (2) Represents number of shares held by each specified trust, respectively, following the reported transactions.

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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