Turnbull David Form 4 June 05, 2006

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

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)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)			
C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600			(Month/Day/Year) 06/01/2006	Director 10% Owner X Officer (give title Other (specify below) Exec. VP, Operations			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN JOSE, CA 95110			Filed(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 Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securiti Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		d of (D) 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)
Common Stock, par value \$0.01 per share	06/01/2006		Code V S(1)	Amount 235	,	Price \$ 31.88	195,136	D	
Common Stock, par value \$0.01 per share	06/01/2006		S <u>(1)</u>	824	D	\$ 31.89	194,312	D	
Common Stock, par value \$0.01	06/01/2006		S <u>(1)</u>	259	D	\$ 31.9	194,053	D	

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per share							
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	118	D	\$ 31.91	193,935	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	71	D	\$ 31.92	193,864	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	212	D	\$ 31.95	193,652	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	94	D	\$ 31.96	193,558	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	24	D	\$ 31.97	193,534	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	235	D	\$ 31.98	193,299	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	71	D	\$ 31.99	193,228	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	141	D	\$ 32	193,087	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	235	D	\$ 32.01	192,852	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	282	D	\$ 32.03	192,570	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	352	D	\$ 32.04	192,218	D

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Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	212	D	\$ 32.05	192,006	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	188	D	\$ 32.06	191,818	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	94	D	\$ 32.07	191,724	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	47	D	\$ 32.09	191,677	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	71	D	\$ 32.12	191,606	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

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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