

DYKES ROBERT R B
Form 4
May 01, 2009

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 *
DYKES ROBERT R B

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)
05/01/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Non-Qualified Stock Options (right to buy)	\$ 7.46	05/01/2009	A	450,000	<u>(1)</u>	05/01/2016	Common Stock, par value \$0.01 per share	45
Non-Qualified Stock Options (right to buy)	\$ 7.46	05/01/2009	A	50,000	<u>(2)</u>	05/01/2016	Common Stock, par value \$0.01 per share	50

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

Carolyn Belamide for Robert Dykes

05/01/2009

 **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) Options have a four year vesting term. Options become exercisable as of 25% on 5/1/10 and 1/16th at the end of each three month period thereafter.

Option will be earned on the next business day after the Company's Annual Report on Form 10-K for the year ending October 31, 2009, is filed with the Securities and Exchange Commission provided that the Company has reported non-GAAP earnings per share (determined on a basis consistent with the Company's calculation of non-GAAP earnings per share as reported in the Company's earnings release for the fiscal year ended October 31, 2008) equals or exceeds the 2009 financial target specified by the Company's board of directors. If earned, the option grant will vest, subject to continued employment on October 31, 2010 unless vesting is accelerated as described below. Any options that are not earned will be forfeited.

(2) Any options that are not earned will be forfeited.

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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