

Waller Elmore
Form 4
January 05, 2010

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 *
Waller Elmore

(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)
01/04/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP, Integrated Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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	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 Securities	8. I
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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)	Sec (In	
				Code V	(A)	(D)		
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	01/04/2010	A	38,571	<u>(1)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share	38,571
Restricted Stock Units	\$ 0	01/04/2010	A	38,571	<u>(2)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share	38,571
Restricted Stock Units	\$ 0				<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share	625

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Waller Elmore C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	EVP, Integrated Solutions

Signatures

Carolyn Belamide for Elmore
 Waller
 01/05/2010

**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) 100% of these restricted stock units will vest on January 4, 2011 if the Company achieves its fiscal 2010 non-GAAP earnings per share target as set by the Company's Board of Directors.
- (2) 25% of these restricted stock units vest on January 4, 2011. An additional 6.25% of these restricted stock units vest at the end of each subsequent three month period such that these restricted stock units are fully vested on January 4, 2014.

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- (3) Shares underlying vested restricted stock units will be delivered upon the earlier of (i) January 4, 2014; or (ii) the date of termination of the holder's employment with the Company for any reason or no reason; or (iii) the occurrence of a change in control of the Company.
- (4) 25% of these restricted stock units vest on March 22, 2007. An additional 6.25% of these restricted stock units vest at the end of each subsequent three month period such that these restricted stock units are fully vested on March 22, 2010.

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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