Dumbrell Jeffrey C Form 4 January 21, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number:

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

January 31, Expires: 2005 Estimated average

0.5

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dumbrell Jeffrey C			2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]	5. Relationship of Reporting Person(s) to Issuer			
		0.6.111.)		(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O VERIFONE HOLDINGS,			01/20/2010	_X_ Officer (give title Other (specify			
INC., 2099 GATEWAY PLACE,				below) below) Executive Vice President			
SUITE 600		- ,		Executive vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

SAN JOSE, CA 95110

Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	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	01/20/2010		Code V M	Amount 2,188	(D)	Price	3,188	D	
Common Stock, par value \$0.01 per share	01/20/2010		S(2)	688	D	\$ 18.58	2,500	D	
	01/20/2010		S(2)	300	D		2,200	D	

Edgar Filing: Dumbrell Jeffrey C - Form 4

Common Stock, par value \$0.01 per share					\$ 18.615	
Common Stock, par value \$0.01 per share	01/20/2010	S(2)	100	D	\$ 18.62 2,100	D
Common Stock, par value \$0.01 per share	01/20/2010	S(2)	600	D	\$ 1,500 18.625	D
Common Stock, par value \$0.01 per share	01/20/2010	S(2)	400	D	\$ 18.63 1,100	D
Common Stock, par value \$0.01 per share	01/20/2010	S(2)	100	D	\$ 18.66 1,000	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.

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of	sposed of			
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration	Title	or Namel
						Exercisable	Date	Title	Number of
				Codo V	(A) (D)				
				Code V	(A) (D)				Shares
	\$ 10	01/20/2010		M	2,188	<u>(1)</u>	04/29/2012		2,188

Edgar Filing: Dumbrell Jeffrey C - Form 4

Employee Common Stock Stock, par Option value (right to \$0.01 per buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dumbrell Jeffrey C
C/O VERIFONE HOLDINGS, INC.
2099 GATEWAY PLACE, SUITE 600
SAN JOSE, CA 95110

Executive
Vice
President

Signatures

Carolyn Belamide for Jeff
Dumbrell
01/21/2010

**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) 25% of these options became exercisable on 4/29/2006 and an additional 6.25% of these options became exercisable at the end of each subsequent three month period thereafter.
- (2) The Sale was effected by Mr. Dumbrell to a Rule 10b5-1 sales plan effective as of December 18, 2009.

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.

Reporting Owners 3