Turnbull David
Form 4
January 05, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(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)
01/03/2006

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)
Exec VP, Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	01/03/2006		S (1)		173	D	$ 25.44	235,027	D	
Common Stock, par value $0.01 per share	01/03/2006		S (1)		115	D	$ 25.45	234,912	D	
	01/03/2006		S (1)		192	D		234,720	D	

Common Stock, par value $0.01 per share					$ 25.46		
Common Stock, par value $0.01 per share	01/03/2006	S(1)	270	D	$ 25.47	234,450	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	1,038	D	$ 25.49	233,412	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	327	D	$ 25.5	233,085	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	211	D	$ 25.54	232,874	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	115	D	$ 25.55	232,759	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	38	D	$ 25.56	232,721	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	288	D	$ 25.57	232,433	D
Common Stock, par value $0.01 per share	01/03/2006	S(1)	173	D	$ 25.58	232,260	D
	01/03/2006	S(1)	211	D	$ 25.6	232,049	D

Common Stock, par value $0.01 per share									
Common Stock, par value $0.01 per share	01/03/2006		S(1)	250	D	$ 25.77	231,799	D	
Common Stock, par value $0.01 per share	01/03/2006		S(1)	293	D	$ 25.84	231,606	D	
Common Stock, par value $0.01 per share							201,213 (2)	I	By NBI Irrevocable Trust #1 (3)
Common Stock, par value $0.01 per share							201,213 (2)	I	By NBI Irrevocable Trust #2 (3)
Common Stock, par value $0.01 per share							201,213 (2)	I	By NBI Irrevocable Trust #3 (3)
Common Stock, par value $0.01 per share							201,213 (2)	I	By NBI Irrevocable Trust #4 (3)

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities (Instr. 3 and 4)		(Instr. 5)	Bene Owne Follo Repo Trans (Instr
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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/ David Turnbull	01/04/2006
**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 Mr. Turnbull pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

(2) Represents number of shares held by each specified trust, respectively.

(3) The reporting person's spouse is a trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

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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