Yanay Eliezer Form 4 July 13, 2009

# FORM 4

## **OMB APPROVAL**

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

Check this box if no longer subject to Section 16.

Number: January 31,

Expires: 2005 Estimated average

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Form 4 or Form 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

obligations

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Yanay Eliezer

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VeriFone Holdings, Inc. [PAY]

(Middle)

(Zip)

(Check all applicable)

C/O VERIFONE HOLDINGS.

(Street)

(State)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

07/09/2009

Director 10% Owner X\_ Officer (give title Other (specify

INC., 2099 GATEWAY PLACE. SUITE 600

4. If Amendment, Date Original

President, VeriFone Israel

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

below)

SAN JOSE, CA 95100

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

Common P 07/09/2009 3,812 D 20,000 Stock

Common Stock

1,000 I By Son (5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Beneficial

Ownership

(Instr. 4)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 30.32	07/09/2009		G <u>(1)</u>		20,000	(2)	10/26/2012	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 28.52	07/09/2009		G <u>(1)</u>		100,000	(3)	04/10/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 35.47	07/09/2009		G <u>(1)</u>		25,000	<u>(4)</u>	07/02/2014	Common Stock	25

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Yanay Eliezer C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95100

President, VeriFone Israel

## **Signatures**

Carolyn Belamide for Eliezer Yanay

y 07/09/2009

\*\*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) The filing reflects the voluntary election by the reporting person to relinquish stock options back to the issuer. The reporting person is receiving NO compensation in exchange for said options in any other way.
- (2) 50% of this stock option vested on July 26, 2007, 25% vested on July 26, 2008, and the final 25% will have vested on July 26, 2009.
- (3) 50% of this stock option vested on April 10, 2008, 25% vested on April 10, 2009, and the final 25% will have vested on April 10, 2010.
- (4) 25% of this stock option vested on July 2, 2008. An additional 6.25% of this stock option will have vested at the end of each subsequent three month period thereafter until the stock option became fully vested on July 2, 2011.
- (5) Shares were acquired by Mr. Yanay's son. Mr. Yanay disclaims any and all direct or indirect beneficial ownership interest in such shares. 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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