Waller Elmore Form 4 January 05, 2010

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

VeriFone Holdings, Inc. [PAY]

(Print or Type Responses)

1. Name and Address of Reporting Person * Waller Elmore

(First) (Middle) (Last)

C/O VERIFONE HOLDINGS. INC., 2099 GATEWAY PLACE.

SUITE 600

(City)

1. Title of

Security

(Instr. 3)

SAN JOSE, CA 95110

(Street)

(State)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

4. If Amendment, Date Original

3.

Code

(Instr. 8)

01/04/2010

(Month/Day/Year)

Symbol

3. Date of Earliest Transaction

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

5. Amount of TransactionAcquired (A) or Securities Disposed of (D) Beneficially Owned

(Instr. 3, 4 and 5)

4. Securities

Following Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

1

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Integrated Solutions

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

response... 0.5

> 10% Owner Other (specify

> > 7. Nature of

Ownership (Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Se (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>	(3)	Common Stock, par value \$0.01 per share	38,571	
Restricted Stock Units	\$ 0	01/04/2010		A		38,571		<u>(2)</u>	(3)	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.

Reporting Owners 2

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- (3) Shares underlining 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. 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.