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Waller Elm	ore									
Form 4 January 05,	2010									
	ЛЛ								PPROVAL	
FORM	UNITED	STATES		RITIES A ashington			COMMISSION	NOMB Number:	3235-0287	,
Check t	laer			U	-			Expires:	January 31,	
if no longer subject to Section 16. Form 4 or					BENEF RITIES	'ICIAL O'	Estimated burden ho response	urs per		
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the l	Public U	Jtility Hol	ding Coi		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type	Responses)									
1. Name and Waller Eln	2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)			-		(Che	eck all applicabl	e)	
C/O VERI INC., 2099	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2010				Director 10% Owner X Officer (give title Other (specify below) EVP, Integrated Solutions					
SUITE 600)							-		
	(Street)			nendment, D	-	al	6. Individual or	Joint/Group Fili	ng(Check	
SAN JOSE	E, CA 95110		Filed(Me	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting P More than One R		
(City)	(State)	(Zip)	Tal	ble I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(instr. 5 und 1)			
Reminder: Re	port on a separate line	e for each cl	ass of sec	curities bene	-		or indirectly.	otion of	SEC 1474	
					inforr requi	nation cont red to resp ays a curre	ained in this form and unless the fo ntly valid OMB co	n are not rm	(9-02)	
	Tab					sposed of, or convertible	Beneficially Owned securities)	1		
1 77.4	2 2 7	i D			4	5 31 1			TT: 1 1 4	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securities	De

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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)		(
				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					(4)	<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

Date

Signature of Reporting Person **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).
- 100% of these restricted stock units will vest on January 4, 2011 if the Company achieves its fiscal 2010 non-GAAP earnings per share (1) target as set by the Company's Board of Directors.
- 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 (2) subsequent three month period such that these restricted stock units are fully vested on January 4, 2014.

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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.