

Adams Jesse
Form 4
January 05, 2006

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Adams Jesse

(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, N. America Sales

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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	55	D	\$ 24.99	214,245	D
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	55	D	\$ 25	214,190	D
Common Stock, par value \$0.01	01/03/2006		S ⁽¹⁾	73	D	\$ 25.12	214,117	D

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per share							
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	37	D	\$ 25.13	214,080	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	18	D	\$ 25.15	214,062	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	312	D	\$ 25.16	213,750	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	183	D	\$ 25.19	213,567	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	110	D	\$ 25.2	213,457	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	128	D	\$ 25.22	213,329	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	55	D	\$ 25.24	213,274	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	147	D	\$ 25.28	213,127	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	110	D	\$ 25.33	213,017	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	92	D	\$ 25.34	212,925	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	715	D	\$ 25.35	212,210	D

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Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	37	D	\$ 25.37	212,173	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	220	D	\$ 25.36	211,953	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	165	D	\$ 25.39	211,788	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	1,301	D	\$ 25.4	210,487	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	146	D	\$ 25.41	210,341	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	242	D	\$ 25.42	210,099	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	164	D	\$ 25.44	209,935	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	110	D	\$ 25.45	209,825	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	183	D	\$ 25.46	209,642	D
Common Stock, par value \$0.01 per share	01/03/2006	<u>S⁽¹⁾</u>	257	D	\$ 25.47	209,385	D

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Jesse C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			Exec. VP, N. America Sales	

Signatures

/s/ Jesse Adams 01/04/2006

 **Signature of Date
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).

(1) The sale was effected by Mr. Adams pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

Remarks:

Exhibit 24. Power of Attorney

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. >

PURCHASE AND SALE OF FUND SHARES

The Fund issues and redeems Shares at NAV only in a large specified number of Shares each called a Creation Unit, or multiples thereof. A Creation Unit consists of 50,000 Shares.

Individual Shares of the Fund may only be purchased and sold in secondary market transactions through brokers. Shares of the Fund are listed on the Exchange and because Shares trade at market prices rather than NAV, Shares of the Fund may trade at a price greater than NAV (*i.e.*, a premium) or less than NAV (*i.e.*, a discount).

TAX INFORMATION

The Fund's distributions are taxable and will generally be taxed as ordinary income or capital gains.

PAYMENTS TO BROKER-DEALERS AND OTHER FINANCIAL INTERMEDIARIES

The Adviser and its related companies may pay broker-dealers or other financial intermediaries (such as a bank) for the sale of the Fund Shares and related services. These payments may create a conflict of interest by influencing your broker-dealer or other intermediary or its employees or associated persons to recommend the Fund over another investment. Ask your financial adviser or visit your financial intermediary's website for more information.

800.826.2333
vaneck.com

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