VeriFone Holdings, Inc.

Form 4

February 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Atkinson William George Issuer Symbol VeriFone Holdings, Inc. [PAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify VERIFONE HOLDINGS, 02/01/2007 below) INC., 2099 GATEWAY PLACE, EVP, Payment Systems SUITE 600 (Street) 4. If Amendment, Date Original 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

SAN JOSE, CA 95110

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | Secu | rities Acqu | ired, Disposed of | , or Beneficiall | y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| _ | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock, par value \$0.01 per share | 02/01/2007 | | S <u>(1)</u> | 286 | D | \$ 40.25 | 142,733 | D | |
| Common Stock, par value \$0.01 per share | 02/01/2007 | | S <u>(1)</u> | 200 | D | \$ 40.26 | 142,533 | D | |
| | 02/01/2007 | | S <u>(1)</u> | 269 | D | \$ 40.27 | 142,264 | D | |

| Common Stock, par value \$0.01 per share | | | | | | | |
|--|------------|--------------|-----|---|--------------|---------|---|
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 120 | D | \$ 40.28 | 142,144 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 478 | D | \$ 40.29 | 141,666 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 15 | D | \$ 40.3 | 141,651 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 9 | D | \$ 40.305 | 141,642 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 269 | D | \$ 40.31 | 141,373 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 45 | D | \$ 40.319 | 141,328 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 279 | D | \$ 40.32 | 141,049 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 349 | D | \$ 40.33 | 140,700 | D |
| | 02/01/2007 | S <u>(1)</u> | 30 | D | | 140,670 | D |

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| Common Stock, par value \$0.01 per share | | | | | \$ 40.339 | |
|--|------------|--------------|-----|---|----------------------|---|
| Common Stock, par value \$0.01 per share | 02/01/2007 | S <u>(1)</u> | 60 | D | \$ 40.34 140,610 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 30 | D | \$ 40.349 140,580 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 305 | D | \$ 40.35 140,275 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 60 | D | \$ 40.36 140,215 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 30 | D | \$ 40.419 140,185 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 3 | D | \$ 40.42 140,182 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 74 | D | \$ 40.43 140,108 | D |
| Common Stock, par value \$0.01 per share | 02/01/2007 | S(1) | 27 | D | \$ 40.439 140,081 | D |

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

| Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of |
|------------------------------|-------------|---------------------|--------------------|---------|-------|------------|---------------|-------------|--------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ction | Number | Expiration D | ate | Amou | ınt of | Derivative |
| Security | or Exercise | | any | Code | | of | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) | Derivative | • | | Secur | ities | (Instr. 5) |
| | Derivative | | • | | | Securities | | | (Instr | . 3 and 4) | |
| | Security | | | | | Acquired | | | ` | | |
| | Ĭ | | | | | (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | , , | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | Date | Expiration | | or | |
| | | | | | | | • | Date | Title | Number | |
| | | | | | | | LACICISAUIC | Date | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Atkinson William George VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

EVP, Payment Systems

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

02/05/2007

**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. Atkinson pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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.

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