ZWARENSTEIN BARRY
Form 4
February 15, 2007

# FORM 4

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

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

## 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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZWARENSTEIN BARRY

(Last) (First) (Middle)

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 INC [PAY]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2007

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)
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | M | | 18,000 | A | $ 10 | 18,000 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S (1) | | 200 | D | $ 40.27 | 17,800 | D | |
| | 02/13/2007 | | S (1) | | 200 | D | $ 40.32 | 17,600 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.01 per share | | | | | | | | | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 100 | D | $ 40.33 | 17,500 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 400 | D | $ 40.34 | 17,100 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 300 | D | $ 40.36 | 16,800 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 1,000 | D | $ 40.37 | 15,800 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 800 | D | $ 40.38 | 15,000 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 1,200 | D | $ 40.39 | 13,800 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 700 | D | $ 40.41 | 13,100 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 423 | D | $ 40.42 | 12,677 | D | |
| | 02/13/2007 | | S[(1)] | 200 | D | | 12,477 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.01 per share | | | | | | $ 40.429 | | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 2,377 | D | $ 40.43 | 10,100 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 1,600 | D | $ 40.44 | 8,500 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 2,000 | D | $ 40.45 | 6,500 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 400 | D | $ 40.459 | 6,100 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 2,100 | D | $ 40.46 | 4,000 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 300 | D | $ 40.74 | 3,700 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 900 | D | $ 40.48 | 2,800 | D |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S[(1)] | 600 | D | $ 40.5 | 2,200 | D |
| | 02/13/2007 | | S[(1)] | 1,000 | D | $ 40.51 | 1,200 | D |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.01 per share | | | | | | | | | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S(1) | 200 | D | $ 40.52 | 1,000 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S(1) | 100 | D | $ 40.57 | 900 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S(1) | 350 | D | $ 40.58 | 550 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S(1) | 400 | D | $ 40.59 | 150 | D | |
| Common Stock, par value $0.01 per share | 02/13/2007 | | S(1) | 150 | D | $ 40.6 | 0 | D | |

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

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SEC 1474 (9-02)

**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) |
|---|---|---|---|---|---|---|---|

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | $ 10 | 02/13/2007 | M | | | 18,000 | (2) | 04/29/2012 | Common Stock, par value $0.01 per share | 18,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ZWARENSTEIN BARRY<br>VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 | | | Executive VP and CFO | |

# Signatures

| | |
|---|---|
| /s/ Janelle Del Rosso, by Power of Attorney | 02/14/2007 |
| **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. Zwarenstein pursuant to a Rule 10b5-1 sales plan effective as of December 10, 2006.

**(2)** 25% of this stock option became exercisable on May 1, 2006. The remaining portion of this stock option will vest pro rata quarterly over the three years thereafter.

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