

VeriFone Holdings, Inc.  
Form 4  
June 05, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

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 \*  
Atkinson William George

(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 Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2007

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)  
EVP, Payment Systems

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	06/01/2007		S <sup>(1)</sup>	109	D	\$ 34.621	105,203	D
Common Stock, par value \$0.01 per share	06/01/2007		S <sup>(1)</sup>	436	D	\$ 34.63	104,767	D
	06/01/2007		S <sup>(1)</sup>	55	D		104,712	D

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Common Stock, par value \$0.01 per share					\$ 34.631		
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	55	D	\$ 34.635	104,657	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.639	104,630	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.645	104,603	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	164	D	\$ 34.65	104,439	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	82	D	\$ 34.655	104,357	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	191	D	\$ 34.66	104,166	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.664	104,139	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	273	D	\$ 34.67	103,866	D
	06/01/2007	<u>S(1)</u>	28	D		103,838	D

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Common Stock, par value \$0.01 per share					\$			
					34.675			
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	409	D	\$ 34.68	103,429		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.685	103,402		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.711	103,375		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	136	D	\$ 34.72	103,239		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.722	103,212		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	82	D	\$ 34.74	103,130		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	109	D	\$ 34.78	103,021		D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.782	102,994		D
	06/01/2007	<u>S(1)</u>	136	D	\$ 34.8	102,858		D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.809	102,831	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	191	D	\$ 34.81	102,640	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.82	102,613	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	245	D	\$ 34.89	102,368	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	354	D	\$ 34.9	102,014	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.917	101,987	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	273	D	\$ 34.92	101,714	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S(1)</u>	27	D	\$ 34.928	101,687	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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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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

06/05/2007

\_\_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.

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