

Adams Jesse
Form 4
May 03, 2007

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)

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)
05/01/2007

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)
Vice Chairman

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	05/01/2007		M ⁽¹⁾	19,167	A	\$ 10	91,376	D
Common Stock, par value \$0.01 per share	05/01/2007		S ⁽¹⁾	194	D	\$ 35.5	91,182	D
	05/01/2007		S ⁽¹⁾	194	D		90,988	D

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Common Stock, par value \$0.01 per share					\$ 35.52		
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	49	D	\$ 35.54	90,939	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	194	D	\$ 35.55	90,745	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	146	D	\$ 35.56	90,599	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	583	D	\$ 35.57	90,016	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	778	D	\$ 35.58	89,238	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	389	D	\$ 35.6	88,849	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	49	D	\$ 35.62	88,800	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S⁽¹⁾</u>	389	D	\$ 35.63	88,411	D
	05/01/2007	<u>S⁽¹⁾</u>	292	D		88,119	D

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Common Stock, par value \$0.01 per share					\$ 35.64		
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	292	D	\$ 35.65	87,827	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	535	D	\$ 35.66	87,292	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	924	D	\$ 35.67	86,368	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	97	D	\$ 35.68	86,271	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	389	D	\$ 35.69	85,882	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	243	D	\$ 35.7	85,639	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	681	D	\$ 35.71	84,958	D
Common Stock, par value \$0.01 per share	05/01/2007	<u>S(1)</u>	97	D	\$ 35.72	84,861	D
	05/01/2007	<u>S(1)</u>	583	D		84,278	D

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Common Stock, par value \$0.01 per share					\$ 35.73		
Common Stock, par value \$0.01 per share	05/01/2007	S ⁽¹⁾	292	D	\$ 35.75	83,986	D
Common Stock, par value \$0.01 per share	05/01/2007	S ⁽¹⁾	389	D	\$ 35.76	83,597	D
Common Stock, par value \$0.01 per share	05/01/2007	S ⁽¹⁾	486	D	\$ 35.78	83,111	D
Common Stock, par value \$0.01 per share	05/01/2007	S ⁽¹⁾	389	D	\$ 35.8	82,722	D
Common Stock, par value \$0.01 per share	05/01/2007	S ⁽¹⁾	680	D	\$ 35.81	82,042	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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)
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	Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares
					Exercisable	Date		
Employee Stock Option (right to buy)							Common Stock, par value \$0.01 per share	19,167
	\$ 10		05/01/2007	M	19,167	<u>(2)</u>	04/29/2012	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Jesse VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			Vice Chairman	

Signatures

/s/ Janelle Del Rosso, by Power of Attorney
 05/02/2007
 **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. Adams pursuant to a Rule 10b5-1 sales plan effective as of January 3, 2007.
- (2) 25% of the stock option became exercisable on May 1, 2006. The remaining portion of the stock options vests pro rata quarterly over the three years thereafter (with such vesting to occur on August 1, November 1, February 1 and May 1 of each year).

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.