VeriFone Holdings, Inc.

Form 4

May 10, 2007

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * **ZWARENSTEIN BARRY**

> (First) (Middle)

VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

05/08/2007

Filed(Month/Day/Year)

SAN JOSE, CA 95110

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Symbol

VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year) 05/08/2007

4. If Amendment, Date Original

Other (specify _X__ Officer (give title below)

Executive VP and CFO

(Check all applicable)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

\$ 37.59 11,006

Issuer

Director

(City)	(State)	(Zip) Tab	le I - Non-I	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. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Stock, par value \$0.01 per share	05/08/2007		Code V S(1)	Amount	(D)	Price \$ 37.58	11,306	D	
Common Stock, par value \$0.01 per share	05/08/2007		S <u>(1)</u>	200	D	\$ 37.589	11,106	D	

100

 $S^{(1)}$

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	200	D	\$ 37.6	10,806	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	300	D	\$ 37.61	10,506	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	100	D	\$ 37.62	10,406	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	300	D	\$ 37.63	10,106	D
Common Stock, par value \$0.01 per share	05/08/2007	S(1)	100	D	\$ 37.638	10,006	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	100	D	\$ 37.639	9,906	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	700	D	\$ 37.64	9,206	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	100	D	\$ 37.649	9,106	D
	05/08/2007	S <u>(1)</u>	1,000	D	\$ 37.65	8,006	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	200	D	\$ 37.656	7,806	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	100	D	\$ 37.659	7,706	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	600	D	\$ 37.66	7,106	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	100	D	\$ 37.678	7,006	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	700	D	\$ 37.68	6,306	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	500	D	\$ 37.69	5,806	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	500	D	\$ 37.7	5,306	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	100	D	\$ 37.72	5,206	D
	05/08/2007	S(1)	900	D	\$ 37.74	4,306	D

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Common Stock, par value \$0.01 per share						
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	400	D	\$ 3,906	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	300	D	\$ 37.76 3,606	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	700	D	\$ 37.78 2,906	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	500	D	\$ 37.79 2,406	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	200	D	\$ 37.81 2,206	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	200	D	\$ 37.82 2,006	D
Common Stock, par value \$0.01 per share	05/08/2007	S <u>(1)</u>	400	D	\$ 37.88 1,606	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)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

ZWARENSTEIN BARRY VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

Executive VP and CFO

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

05/09/2007

**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.

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