#### **ZWARENSTEIN BARRY**

Form 4

September 13, 2007

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

**OMB APPROVAL** OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * ZWARENSTEIN BARRY			Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
						(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	of Earliest T	Transaction				
			(Month/I	Day/Year)		Director	109	% Owner	
VERIFONE	E HOLDINGS,		09/11/2	2007		_X_ Officer (give		er (specify	
INC., 2099	GATEWAY PL	ACE,				below) below)  Executive VP and CFO			
SUITE 600						Executi	ve vi and ci	U	
(Street)			4. If Am	endment, D	Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Mo	onth/Day/Yea	ar)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE,	, CA 95110					Form filed by Me			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficia	lly Owne	
1.Title of	2. Transaction Date	e 2A. Deem	ed	3.	4. Securities Acquired (A	5. Amount of	6.	7. Natı	
Security	(Month/Day/Year)	Execution	Date, if	Transacti	omr Disposed of (D)	Securities	Ownership	Indirec	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Benefi	

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (	Securi	ities Acqui	red, 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)	4. Securiti for Dispose (Instr. 3, 4	ed of (	· ·	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	09/11/2007		M	18,000	, ,	\$ 3.28	20,007	D	
Common Stock, par value \$0.01 per share	09/11/2007		S <u>(1)</u>	200	D	\$ 39	19,807	D	
	09/11/2007		S(1)	100	D		19,707	D	

Common					\$		
Stock, par value \$0.01 per share					39.002		
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.09	19,607	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	400	D	\$ 39.14	19,207	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.155	19,107	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	200	D	\$ 39.165	18,907	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.21	18,807	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	400	D	\$ 39.25	18,407	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.254	18,307	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.26	18,207	D
	09/11/2007	S(1)	600	D	\$ 39.34	17,607	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	500	D	\$ 39.38	17,107	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	300	D	\$ 39.46	16,807	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	600	D	\$ 39.51	16,207	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	500	D	\$ 39.53	15,707	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	500	D	\$ 39.55	15,207	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	500	D	\$ 39.56	14,707	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	400	D	\$ 39.67	14,307	D
Common Stock, par value \$0.01 per share	09/11/2007	S(1)	400	D	\$ 39.68	13,907	D
	09/11/2007	S(1)	600	D	\$ 39.69	13,307	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	400	D	\$ 39.72	12,907	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	600	D	\$ 39.76	12,307	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.78	12,207	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	700	D	\$ 39.79	11,507	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	400	D	\$ 39.8	11,107	D
Common Stock, par value \$0.01 per share	09/11/2007	S <u>(1)</u>	100	D	\$ 39.809	11,007	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(I (I	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V (	A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.28	09/11/2007		M		10,	,188	(2)	07/01/2014	Common Stock, par value \$0.01 per share	10,188
Employee Stock Option (right to buy)	\$ 10	09/11/2007		M		7,1	182	(3)	04/29/2012	Common Stock, par value \$0.01 per share	7,182

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

\*\*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).

09/13/2007

- (1) The sale was effected by Mr. Zwarenstein pursuant to a Rule 10b5-1 sales plan effective as of December 10, 2006.
- (2) 20% of this stock option became exercisable on July 1, 2005, an additional 5% of this stock option becomes exercisable at the end of each subsequent three month period.
- (3) 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.

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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