VeriFone Holdings, Inc.

Form 4

October 11, 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 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)

(Last)

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

> (First) (Middle)

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

(Street)

Filed(Month/Day/Year)

SAN JOSE, CA 95110

2. Issuer Name and Ticker or Trading Symbol

VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year) 10/09/2007

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title 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

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqui	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)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value	10/09/2007		Code V $S_{(1)}$	Amount 100	(D) D	Price \$	(Instr. 3 and 4) 15,228	D	
\$0.01 per share						77./13			
Common Stock, par value \$0.01 per share	10/09/2007		S(1)	700	D	\$ 44.73	14,528	D	
	10/09/2007		$S_{\underline{(1)}}$	1,000	D	\$ 44.78	13,528	D	

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.795	13,428	D
Common Stock, par value \$0.01 per share	10/09/2007	S(1)	100	D	\$ 44.8	13,328	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.815	13,228	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.835	13,128	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.855	13,028	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	300	D	\$ 44.89	12,728	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	200	D	\$ 44.91	12,528	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.915	12,428	D
	10/09/2007	S <u>(1)</u>	100	D	\$ 44.92	12,328	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/09/2007	S(1)	100	D	\$ 44.94	12,228	D
Common Stock, par value \$0.01 per share	10/09/2007	S(1)	100	D	\$ 44.945	12,128	D
Common Stock, par value \$0.01 per share	10/09/2007	S(1)	100	D	\$ 44.955	12,028	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	200	D	\$ 44.96	11,928	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.97	11,728	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	400	D	\$ 44.975	11,628	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.98	11,228	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.985	11,128	D
	10/09/2007	S <u>(1)</u>	100	D	\$ 44.99	11,028	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	100	D	\$ 44.995	10,928	D
Common Stock, par value \$0.01 per share	10/09/2007	S <u>(1)</u>	300	D	\$ 45	10,628	D
Common Stock, par value \$0.01 per share	10/09/2007	S	100	D	\$ 45.009	10,528	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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	isable and	7. Titl	le and	8. Price of	1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	Į
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		-
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 4

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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

10/11/2007

**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.

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.

Signatures 5