

VeriFone Holdings, Inc.
Form 4
February 06, 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
02/01/2007

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) 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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, par value \$0.01 per share	02/01/2007		M	8,000 A	\$ 3.05 148,081	D	
Common Stock, par value \$0.01 per share	02/01/2007		S ⁽¹⁾	45 D	\$ 39.96 148,036	D	
	02/01/2007		S ⁽¹⁾	75 D	\$ 39.97 147,961	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

30

D

\$ 39.99 147,931

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

717

D

\$ 40 147,214

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

388

D

\$ 40.01 146,826

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

448

D

\$ 40.02 146,378

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

149

D

\$ 40.03 146,229

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

105

D

\$ 40.05 146,124

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

60

D

\$ 40.07 146,064

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

90

D

\$ 40.08 145,974

D

02/01/2007

S⁽¹⁾

194

D

\$ 40.09 145,780

D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	45	D	\$ 40.1	145,735	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	45	D	\$ 40.11	145,690	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	105	D	\$ 40.15	145,585	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	146	D	\$ 40.17	145,439	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	90	D	\$ 40.18	145,349	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	75	D	\$ 40.19	145,274	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	18	D	\$ 40.191	145,256	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S⁽¹⁾</u>	284	D	\$ 40.2	144,972	D
	02/01/2007	<u>S⁽¹⁾</u>	299	D	\$ 40.21	144,673	D

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

553

D

\$ 40.22 144,120

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

14

D

\$
40.225 144,106

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

418

D

\$ 40.23 143,688

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

15

D

\$
40.239 143,673

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

624

D

\$ 40.24 143,049

D

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

30

D

\$
40.249 143,019

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
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 3.05	02/01/2007	M			8,000	<u>(2)</u>	05/01/2013	Common Stock, par value \$0.01 per share	8,000	

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 02/05/2007

____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.
- (2) 20% of this stock option became exercisable on July 1, 2003, and an additional 5% of this stock option becomes exercisable at the end of each subsequent three month period.

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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