

VeriFone Holdings, Inc.  
 Form 4  
 February 06, 2007

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 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 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		
Common Stock, par value \$0.01 per share	02/01/2007		S <sup>(1)</sup>	286	D \$ 40.25	142,733	D
Common Stock, par value \$0.01 per share	02/01/2007		S <sup>(1)</sup>	200	D \$ 40.26	142,533	D
	02/01/2007		S <sup>(1)</sup>	269	D \$ 40.27	142,264	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>	120	D	\$ 40.28	142,144	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	478	D	\$ 40.29	141,666	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	15	D	\$ 40.3	141,651	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	9	D	\$ 40.305	141,642	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	269	D	\$ 40.31	141,373	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	45	D	\$ 40.319	141,328	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	279	D	\$ 40.32	141,049	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	349	D	\$ 40.33	140,700	D
	02/01/2007	<u>S(1)</u>	30	D		140,670	D

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Common Stock, par value \$0.01 per share					\$			
					40.339			
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	60	D	\$ 40.34	140,610		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	30	D	\$ 40.349	140,580		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	305	D	\$ 40.35	140,275		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	60	D	\$ 40.36	140,215		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	30	D	\$ 40.419	140,185		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	3	D	\$ 40.42	140,182		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	74	D	\$ 40.43	140,108		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	27	D	\$ 40.439	140,081		D

