

VeriFone Holdings, Inc.  
 Form 4  
 July 05, 2007

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

OMB APPROVAL

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**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)  
 07/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive VP, Payment Systems

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	07/02/2007		M	1,250	A	\$ 3.05	93,338	D
Common Stock, par value \$0.01 per share	07/02/2007		M	6,750	A	\$ 10	100,088	D
	07/02/2007		S <sup>(1)</sup>	44	D		100,044	D

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Common Stock, par value \$0.01 per share					\$ 35.109		
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	223	D	\$ 35.19	99,821	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	133	D	\$ 35.22	99,688	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	89	D	\$ 35.26	99,599	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	89	D	\$ 35.27	99,510	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	44	D	\$ 35.277	99,466	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	267	D	\$ 35.28	99,199	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	400	D	\$ 35.29	98,799	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	267	D	\$ 35.3	98,532	D
	07/02/2007	<u>S(1)</u>	44	D		98,488	D

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Common Stock, par value \$0.01 per share					\$ 35.309		
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	311	D	\$ 35.31	98,177	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	311	D	\$ 35.32	97,866	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	222	D	\$ 35.33	97,644	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	89	D	\$ 35.34	97,555	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	44	D	\$ 35.348	97,511	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	267	D	\$ 35.35	97,244	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	412	D	\$ 35.36	96,832	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	178	D	\$ 35.374	96,654	D
	07/02/2007	<u>S(1)</u>	134	D	\$ 35.38	96,520	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	45	D	\$ 35.385	96,475	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	44	D	\$ 35.389	96,431	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	211	D	\$ 35.39	96,220	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	44	D	\$ 35.391	96,176	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	89	D	\$ 35.395	96,087	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	622	D	\$ 35.4	95,465	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	533	D	\$ 35.41	94,932	D
Common Stock, par value \$0.01 per share	07/02/2007	<u>S(1)</u>	311	D	\$ 35.42	94,621	D
	07/02/2007	<u>S(1)</u>	178	D	\$ 35.43	94,443	D

Common  
Stock, par  
value  
\$0.01 per  
share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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			Executive VP, Payment Systems	

## Signatures

/s/ Janelle Del Rosso, by Power of Attorney 07/05/2007

\*\*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 January 22, 2007.

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