

VeriFone Holdings, Inc.  
 Form 4  
 February 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 \*  
 Adams Jesse

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Chairman

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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/01/2007		M		9,895	A	\$ 3.05
Common Stock, par value \$0.01 per share	02/01/2007		M		9,271	A	\$ 10
Common Stock, par	02/01/2007		S <sup>(1)</sup>		119	D	\$ 39.96
					95,650		

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	198	D	\$ 39.97	95,452		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	79	D	\$ 39.99	95,373		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	1,898	D	\$ 40	93,475		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	1,028	D	\$ 40.01	92,447		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	1,186	D	\$ 40.02	91,261		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	395	D	\$ 40.03	90,866		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	277	D	\$ 40.05	90,589		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	158	D	\$ 40.07	90,431		D
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	237	D	\$ 40.08	90,194		D

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\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	514	D	\$ 40.09	89,680	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	118	D	\$ 40.1	89,562	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	118	D	\$ 40.11	89,444	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	276	D	\$ 40.15	89,168	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	386	D	\$ 40.17	88,782	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	237	D	\$ 40.18	88,545	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	198	D	\$ 40.19	88,347	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	49	D	\$ 40.191	88,298	D
\$0.01 per share							
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	751	D	\$ 40.2	87,547	D
\$0.01 per							

share							
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	791	D	\$ 40.21	86,756	D
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	1,463	D	\$ 40.22	85,293	D
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	40	D	\$ 40.225	85,253	D
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	1,107	D	\$ 40.23	84,146	D
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	39	D	\$ 40.239	84,107	D
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	1,652	D	\$ 40.24	82,455	D
Common Stock, par value \$0.01 per share	02/01/2007	S <sup>(1)</sup>	79	D	\$ 40.249	82,376	D

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)



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