

VeriFone Holdings, Inc.
Form 4
June 05, 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 *
Adams Jesse

(Last) (First) (Middle)

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

(Street)

SAN JOSE, AZ 95110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2007

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)
Vice Chairman

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)
Common Stock, par value \$0.01 per share	06/01/2007		M ⁽¹⁾	11,354 A \$ 10	81,563	D	
Common Stock, par value \$0.01 per share	06/01/2007		S ⁽¹⁾	271 D \$ 34.41	81,292	D	
	06/01/2007		S ⁽¹⁾	193 D \$ 34.43	81,099	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

232

D

\$ 34.44 80,867

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

464

D

\$ 34.45 80,403

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

39

D

\$
34.451 80,364

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

155

D

\$ 34.46 80,209

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

232

D

\$ 34.47 79,977

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

155

D

\$ 34.48 79,822

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

39

D

\$
34.481 79,783

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

155

D

\$ 34.49 79,628

D

06/01/2007

S⁽¹⁾

77

D

79,551

D

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Common Stock, par value \$0.01 per share					\$ 34.491		
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	155	D	\$ 34.5	79,396	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	271	D	\$ 34.51	79,125	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	39	D	\$ 34.511	79,086	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	155	D	\$ 34.53	78,931	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	348	D	\$ 34.531	78,583	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	193	D	\$ 34.54	78,390	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	116	D	\$ 34.56	78,274	D
Common Stock, par value \$0.01 per share	06/01/2007	<u>S⁽¹⁾</u>	271	D	\$ 34.565	78,003	D
	06/01/2007	<u>S⁽¹⁾</u>	232	D	\$ 34.57	77,771	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

39

D

\$
34.575 77,732

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

192

D

\$ 34.58 77,540

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

1,044

D

\$ 34.59 76,496

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

232

D

\$
34.591 76,264

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

39

D

\$
34.595 76,255

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

116

D

\$ 34.6 76,109

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

678

D

\$ 34.61 75,431

D

Common
Stock, par
value
\$0.01 per
share

06/01/2007

S⁽¹⁾

77

D

\$ 34.62 75,354

D

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

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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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10	06/01/2007		M	11,354	<u>(2)</u> 04/29/2012	Common Stock, par value \$0.01 per share 11,354

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Adams Jesse VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, AZ 95110	Vice Chairman

Signatures

/s/ Janelle Del Rosso, by Power of Attorney 06/05/2007

__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. Adams pursuant to a Rule 10b5-1 sales plan effective as of January 3, 2007.

(2) 25% of the stock option became exercisable on May 1, 2006. The remaining portion of the stock options vests pro rata quarterly over the three years thereafter (with such vesting to occur on August 1, November 1, February 1 and May 1 of each year).

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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