

VeriFone Holdings, Inc.
 Form 4
 February 06, 2007

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

OMB APPROVAL
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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			
				Code	V	Amount		
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	<u>S(1)</u>	30	D	\$ 39.99	147,931	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	717	D	\$ 40	147,214	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	388	D	\$ 40.01	146,826	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	448	D	\$ 40.02	146,378	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	149	D	\$ 40.03	146,229	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	105	D	\$ 40.05	146,124	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	60	D	\$ 40.07	146,064	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	90	D	\$ 40.08	145,974	D
	02/01/2007	<u>S(1)</u>	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

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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⁾	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.

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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	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
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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					(2)	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
Date

**Signature of Reporting Person

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.