

VeriFone Holdings, Inc.
Form 4
February 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Waller Elmore

(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, Integrated Solutions

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 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	02/01/2007		S ⁽¹⁾	19 D	\$ 40.239 29,205	D	
Common Stock, par value \$0.01 per share	02/01/2007		S ⁽¹⁾	781 D	\$ 40.24 28,424	D	
	02/01/2007		S ⁽¹⁾	37 D	28,387	D	

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Common Stock, par value \$0.01 per share					\$ 40.249		
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	359	D	\$ 40.25	28,028	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	250	D	\$ 40.26	27,778	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	336	D	\$ 40.27	27,442	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	149	D	\$ 40.28	27,293	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	598	D	\$ 40.29	26,695	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	19	D	\$ 40.3	26,676	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	11	D	\$ 40.305	26,665	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	336	D	\$ 40.31	26,329	D
	02/01/2007	<u>S(1)</u>	56	D		26,273	D

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Common Stock, par value \$0.01 per share					\$ 40.319		
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	349	D	\$ 40.32	25,924	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	436	D	\$ 40.33	25,488	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	37	D	\$ 40.339	25,451	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	75	D	\$ 40.34	25,376	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	37	D	\$ 40.349	25,339	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	381	D	\$ 40.35	24,958	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	75	D	\$ 40.36	24,883	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	37	D	\$ 40.419	24,846	D
	02/01/2007	<u>S(1)</u>	4	D	\$ 40.42	24,842	D

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

93

D

\$ 40.43 24,749

D

02/01/2007

S⁽¹⁾

34

D

\$
40.439 24,715

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 (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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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
Waller Elmore VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	EVP, Integrated Solutions

Signatures

/s/ Janelle Del Rosso, by Power of
Attorney

02/02/2007

__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. Waller pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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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