

Atkinson William George
 Form 4
 April 04, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 04/02/2007

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)
 EVP, 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	04/02/2007		M ⁽¹⁾		1,250	A	\$ 3.05
Common Stock, par value \$0.01 per share	04/02/2007		M ⁽¹⁾		6,750	A	\$ 10
	04/02/2007		S ⁽¹⁾		24	D	\$ 36.18

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	121	D	\$ 36.19	129,542	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	339	D	\$ 36.2	129,203	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	267	D	\$ 36.22	128,936	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	121	D	\$ 36.225	128,815	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	121	D	\$ 36.23	128,694	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	121	D	\$ 36.24	128,573	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	170	D	\$ 36.245	128,403	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	1,527	D	\$ 36.25	126,876	D
	04/02/2007	<u>S(1)</u>	170	D		126,706	D

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Common Stock, par value \$0.01 per share					\$ 36.225		
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	800	D	\$ 36.26	125,906	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	49	D	\$ 36.265	125,857	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	461	D	\$ 36.27	125,396	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	24	D	\$ 36.28	125,372	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	703	D	\$ 36.3	124,669	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	242	D	\$ 36.31	124,427	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	97	D	\$ 36.32	124,330	D
Common Stock, par value \$0.01 per share	04/02/2007	<u>S(1)</u>	70	D	\$ 36.33	124,260	D
	04/02/2007	<u>S(1)</u>	27	D		124,233	D

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Common Stock, par value \$0.01 per share \$ 36.345

Common Stock, par value \$0.01 per share 04/02/2007 S(1) 97 D \$ 36.35 124,136 D

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.05	04/02/2007		M	1,250	(2) 05/01/2013	Common Stock, par value \$0.01 per share	1,250
Employee Stock Option (right to buy)	\$ 10	04/02/2007		M	6,750	(3) 04/29/2012	Common Stock, par value \$0.01 per share	6,750

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

04/03/2007

__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 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 exerciseable at the end of each subsequent three month period.
- (3) 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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