

VeriFone Holdings, Inc.
Form 4
May 14, 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 *
Bergeron Douglas

(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)
05/10/2007

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)
Chairman and CEO

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/10/2007		S ⁽¹⁾	300	D \$ 38.0733	701,623	I By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007		S ⁽¹⁾	400	D \$ 38.075	701,223	I By Family Trusts ⁽²⁾
	05/10/2007		S ⁽¹⁾	300	D	700,923	I

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Common Stock, par value \$0.01 per share					\$ 38.0767			By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.078	700,423	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	780	D	\$ 38.0851	699,643	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.09	699,143	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	1,376	D	\$ 38.0986	697,767	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	2,200	D	\$ 38.1	695,567	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	3,200	D	\$ 38.11	692,367	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.12	691,867	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	700	D	\$ 38.1243	691,167	I	By Family Trusts ⁽²⁾
	05/10/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.125	690,767	I	

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Common Stock, par value \$0.01 per share								By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	1,080	D	\$ 38.13	689,687	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	200	D	\$ 38.145	689,487	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	300	D	\$ 38.16	689,187	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	300	D	\$ 38.1867	688,887	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	560	D	\$ 38.2	688,327	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	300	D	\$ 38.2008	688,027	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	800	D	\$ 38.205	687,227	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	785	D	\$ 38.2076	686,442	I	By Family Trusts ⁽²⁾
	05/10/2007	<u>S⁽¹⁾</u>	700	D	\$ 38.21	685,742	I	

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Common Stock, par value \$0.01 per share								By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	140	D	\$ 38.24	685,602	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	400	D	\$ 38.28	685,202	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	4,900	D	\$ 38.3	680,302	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	50	D	\$ 38.34	680,252	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share						1,946,452	I	By Children's Trusts ⁽³⁾
Common Stock, par value \$0.01 per share						6,425	D	

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

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

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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Table with columns for (Instr. 3) Price of Derivative Security, (Month/Day/Year), (Instr. 8) Derivative Securities 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, (Instr. 5) Securities (Instr. 3 and 4), and Bene Ownr (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes Bergeron Douglas, VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600, SAN JOSE, CA 95110.

Signatures

/s/ Janelle Del Rosso, by Power of Attorney Date 05/10/2007

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 pursuant to a Rule 10b5-1 sales plan effective as of December 10, 2006.
(2) These securities are held in trusts for the benefit of members of the reporting person's family. The reporting person and/or the reporting person's spouse is a trustee of each of such trusts.
(3) These securities are held in a trust for the benefit of the reporting person's children.