

VeriFone Holdings, Inc.  
 Form 4  
 February 05, 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 \*  
 Adams Jesse

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Chairman

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/01/2007		S <sup>(1)</sup>		758	D	\$ 40.25 81,618
Common Stock, par value \$0.01 per share	02/01/2007		S <sup>(1)</sup>		530	D	\$ 40.26 81,088
Common Stock, par	02/01/2007		S <sup>(1)</sup>		712	D	\$ 40.27 80,376

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	316	D	\$ 40.28	80,060		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	1,265	D	\$ 40.29	78,795		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	40	D	\$ 40.3	78,755		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	24	D	\$ 40.305	78,731		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	712	D	\$ 40.31	78,019		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	119	D	\$ 40.319	77,900		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	738	D	\$ 40.32	77,162		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S<sup>(1)</sup></u>	923	D	\$ 40.33	76,239		D
Common Stock, par value	02/01/2007	<u>S<sup>(1)</sup></u>	79	D	\$ 40.339	76,160		D

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\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	158	D	\$ 40.34	76,002	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	79	D	\$ 40.349	75,923	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	806	D	\$ 40.35	75,117	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	158	D	\$ 40.36	74,959	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	79	D	\$ 40.419	74,880	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	9	D	\$ 40.42	74,871	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	196	D	\$ 40.43	74,675	D
\$0.01 per share							
Common Stock, par value	02/01/2007	S <sup>(1)</sup>	72	D	\$ 40.439	74,603	D
\$0.01 per share							

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**

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