VeriFone Holdings, Inc.
Form 4
March 05, 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 *
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)
03/01/2007

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	03/01/2007		M		6,500	A	$ 3.05	136,581	D	
Common Stock, par value $0.01 per share	03/01/2007		M		1,500	A	$ 3.05	138,081	D	
	03/01/2007		S(1)		167	D	$ 37.23	137,914	D	

Common Stock, par value $0.01 per share								
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	38	D	$ 37.369	137,876	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	89	D	$ 37.37	137,787	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	77	D	$ 37.71	137,710	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	82	D	$ 37.72	137,628	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	96	D	$ 37.75	137,532	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	51	D	$ 37.8	137,481	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	51	D	$ 37.939	137,430	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	230	D	$ 38.01	137,200	D
	03/01/2007		S[(1)]	77	D	$ 38.03	137,123	D

Common Stock, par value $0.01 per share								
Common Stock, par value $0.01 per share	03/01/2007		S(1)	25	D	$ 38.04	137,098	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	179	D	$ 38.079	136,919	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	179	D	$ 38.08	136,740	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	25	D	$ 38.089	136,715	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	51	D	$ 38.09	136,664	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	102	D	$ 38.1	136,562	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	128	D	$ 38.12	136,434	D
Common Stock, par value $0.01 per share	03/01/2007		S(1)	230	D	$ 38.15	136,204	D
	03/01/2007		S(1)	51	D	$ 38.16	136,153	D

Common Stock, par value $0.01 per share								
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	102	D	$ 38.18	136,051	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	102	D	$ 38.22	135,949	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	89	D	$ 38.25	135,860	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	128	D	$ 38.32	135,732	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	64	D	$ 38.33	135,668	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	204	D	$ 38.34	135,464	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	102	D	$ 38.35	135,362	D
Common Stock, par value $0.01 per share	03/01/2007		S[(1)]	179	D	$ 38.36	135,183	D
	03/01/2007		S[(1)]	76	D	$ 38.37	135,107	D

Common Stock, par value $0.01 per share

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

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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
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 3.05	03/01/2007		M			6,500	(2)	05/01/2013	Common Stock, par value $0.01 per share	6,500	
Employee Stock Option (right to buy)	$ 10	03/01/2007		M			1,500	(3)	04/29/2012	Common Stock, par value $0.01 per share	1,500	

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	03/02/2007
**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. 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.

(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).

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