

VeriFone Holdings, Inc.  
Form 4  
January 09, 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 \*  
Bergeron Douglas

(Last) (First) (Middle)

C/O 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)  
01/05/2007

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/05/2007	A		200,000		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock, par value \$0.01 per share	200,000
Performance Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/05/2007	A		100,000		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock, par value \$0.01 per share	200,000
Performance Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/05/2007	A		200,000		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock, par value \$0.01 per share	200,000
Performance Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/05/2007	A		100,000		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock, par value \$0.01 per share	200,000
Performance Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/05/2007	A		200,000		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock, par value \$0.01 per share	200,000
Performance Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/05/2007	A		100,000		<sup>(7)</sup>	<sup>(7)</sup>	Common Stock, par value \$0.01 per share	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bergeron Douglas C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	X		Chairman and CEO	

## Signatures

/s/ Janelle Del Rosso, by Power of  
Attorney

01/09/2007

\_\_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) Each performance restricted stock unit ("Performance RSU") represents a contingent right to receive one share of VeriFone Holdings, Inc. (the "Company") common stock.

200,000 Performance RSUs will vest on October 31, 2008 provided that the Company reports net income, as adjusted, per share, for the fiscal year ending October 31, 2007 (the "2007 Financial Target") in an amount that exceeds a pre-determined target set by the Company's Compensation Committee. In the event the Company does not meet the 2007 Financial Target, between 100,000 and 200,000

- (2) Performance RSUs will vest on October 31, 2008 if the Company reports net income, as adjusted, per share that is within a range of \$0.05 per share of the 2007 Financial Target. Vested shares will be delivered to the reporting person reasonably promptly after October 31, 2008 if the reporting person remains employed with the Company on that date. Any Performance RSUs that are not vested and delivered will be cancelled.

All 100,000 Performance RSUs will vest on October 31, 2008 if the 2007 Financial Target is met and the volume weighted average price ("VWAP") of the Company's shares (as reported on the New York Stock Exchange ("NYSE")) in the 10 trading days beginning with the second full trading day following the Company's announcement of financial results for the fiscal year ending October 31, 2007 exceeds a pre-determined target set by the Company's Compensation Committee. Vested shares will be delivered to the reporting person reasonably promptly after October 31, 2008 if the reporting person remains employed with the Company on that date. Any Performance RSUs that are not vested and delivered will be cancelled.

- (3) 200,000 Performance RSUs will vest on October 31, 2009 provided that the Company reports net income, as adjusted, per share, for the fiscal year ending October 31, 2008 that reflects a 20% or more increase over the Company's net income, as adjusted, per share for the fiscal year ending October 31, 2007 (the "2008 Financial Target"). In the event the Company does not meet the 2008 Financial Target, 100,000 Performance RSUs will vest on October 31, 2009 if the Company reports net income, as adjusted, per share, for the fiscal year ending October 31, 2008 that is 90% of the increase contemplated by the 2008 Financial Target, increasing ratably to the 2008 Financial Target. Vested shares will be delivered to the reporting person reasonably promptly after October 31, 2009 if the reporting person remains employed with the Company on that date. Any Performance RSUs that are not vested and delivered will be cancelled.

- (4) All 100,000 Performance RSUs will vest on October 31, 2009 if the 2008 Financial Target is met and the VWAP of the Company's shares (as reported on the NYSE) in the 10 trading days beginning with the second full trading day following the Company's announcement of financial results for the fiscal year ending October 31, 2008 exceeds a pre-determined target set by the Company's Compensation Committee. Vested shares will be delivered to the reporting person reasonably promptly after October 31, 2009 if the reporting person remains employed with the Company on that date. Any Performance RSUs that are not vested and delivered will be cancelled.

- (5) 200,000 Performance RSUs will vest on October 31, 2010 provided that the Company reports net income, as adjusted, per share, for the fiscal year ending October 31, 2009 that reflects a 20% or more increase over the Company's net income, as adjusted, per share for the fiscal year ending October 31, 2008 (the "2009 Financial Target"). In the event the Company does not meet the 2009 Financial Target, 100,000 Performance RSUs will vest on October 31, 2010 if the Company reports net income, as adjusted, per share, for the fiscal year ending October 31, 2009 that is 90% of the increase contemplated by the 2008 Financial Target, increasing ratably to the 2008 Financial Target. Vested shares will be delivered to the reporting person reasonably promptly after October 31, 2010 if the reporting person remains employed with the Company on that date. Any Performance RSUs that are not vested and delivered will be cancelled.

- (6) All 100,000 Performance RSUs will vest on October 31, 2010 if the 2009 Financial Target is met and the VWAP of the Company's shares (as reported on the NYSE) in the 10 trading days beginning with the second full trading day following the Company's announcement of financial results for the fiscal year ending October 31, 2009 exceeds \$62.20 per share. Vested shares will be delivered to the reporting person reasonably promptly after October 31, 2010 if the reporting person remains employed with the Company on that date. Any Performance RSUs that are not vested and delivered will be cancelled.

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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