VeriFone Holdings, Inc.

Form 4

February 05, 2007

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

Issuer

Adams Jesse

VeriFone Holdings, Inc. [PAY]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

VERIFONE HOLDINGS, INC, 2099

02/01/2007

below)

GATEWAY PLACE, SUITE 600

(Street)

(Month/Day/Year)

Vice Chairman

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SAN JOSE, CA 95110

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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)	(Instr. 3,	spose 4 and (A) or	d of (D) 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)
Common Stock, par value \$0.01 per share	02/01/2007		Code V S(1)	Amount 758	(D)	Price \$ 40.25	81,618	D	
Common Stock, par value \$0.01 per share	02/01/2007		S <u>(1)</u>	530	D	\$ 40.26	81,088	D	
Common Stock, par	02/01/2007		S <u>(1)</u>	712	D	\$ 40.27	80,376	D	

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

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

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

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of			Under	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Adams Jesse

VERIFONE HOLDINGS, INC 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

Vice Chairman

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

02/03/2007

**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. Adams pursuant to a Rule 10b5-1 sales plan effective as of January 3, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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