VeriFone Holdings, Inc. Form 4

March 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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Angel Isaac Issuer Symbol VeriFone Holdings, Inc. [PAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify C/O VERIFONE HOLDINGS. 03/13/2007 below) INC., 2099 GATEWAY PLACE, EVP, Global Operations SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95110 (City) (State) (Zin)

(City)	(State)	Table	e I - Non-D	erivative S	Securi	ties 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)	(Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	03/13/2007		Code V M	Amount 15,000	(D)	Price \$ 9.304	(Instr. 3 and 4) 15,101	D	
Common Stock, par value \$0.01 per share	03/13/2007		S	200	D	\$ 36.08	14,901	D	
Common Stock, par value \$0.01	03/13/2007		S	200	D	\$ 36.01	14,701	D	

per share							
Common Stock, par value \$0.01 per share	03/13/2007	S	800	D	\$ 36.23	13,901	D
Common Stock, par value \$0.01 per share	03/13/2007	S	100	D	\$ 36.21	13,801	D
Common Stock, par value \$0.01 per share	03/13/2007	S	100	D	\$ 36.19	13,701	D
Common Stock, par value \$0.01 per share	03/13/2007	S	1,400	D	\$ 36.16	12,301	D
Common Stock, par value \$0.01 per share	03/13/2007	S	600	D	\$ 36.12	11,701	D
Common Stock, par value \$0.01 per share	03/13/2007	S	1,100	D	\$ 36.09	10,601	D
Common Stock, par value \$0.01 per share	03/13/2007	S	200	D	\$ 36.1	10,401	D
Common Stock, par value \$0.01 per share	03/13/2007	S	400	D	\$ 35.98	10,001	D
Common Stock, par value \$0.01 per share	03/13/2007	S	300	D	\$ 36.05	9,701	D
Common Stock, par value \$0.01 per share	03/13/2007	S	100	D	\$ 36.24	9,601	D
Common Stock, par value \$0.01 per share	03/13/2007	S	100	D	\$ 36.24	9,501	D

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Common Stock, par value \$0.01 per share	03/13/2007	S	100	D	\$ 36.22	9,401	D
Common Stock, par value \$0.01 per share	03/13/2007	S	100	D	\$ 36.2	9,301	D
Common Stock, par value \$0.01 per share	03/13/2007	S	200	D	\$ 36.17	9,101	D
Common Stock, par value \$0.01 per share	03/13/2007	S	200	D	\$ 36.13	8,901	D
Common Stock, par value \$0.01 per share	03/13/2007	S	200	D	\$ 36.11	8,701	D
Common Stock, par value \$0.01 per share	03/13/2007	S	700	D	\$ 36.07	8,001	D
Common Stock, par value \$0.01 per share	03/13/2007	S	900	D	\$ 36	7,101	D
Common Stock, par value \$0.01 per share	03/13/2007	S	7,000	D	\$ 35.93	101	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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
	Security			(D)		

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(Instr. 3, 4, and 5)

					and 5,)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.304	03/13/2007	M			15,000	<u>(1)</u>	10/28/2008	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Angel Isaac

C/O VERIFONE HOLDINGS, INC. EVP, Global 2099 GATEWAY PLACE, SUITE 600 Operations SAN JOSE, CA 95110

Signatures

/s/ Scott Miller, by Power of Attorney 03/13/2007

**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) $\frac{50\%}{25\%}$ of this stock option vested on October 21, 2005. An additional 25% of this stock option vested on October 21, 2006. An additional 25% of this stock option will vest on October 21, 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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