

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 *
 Waller Elmore
 (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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Integrated Solutions

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	02/01/2007		S ⁽¹⁾	19 D \$ 40.239	29,205	D	
Common Stock, par value \$0.01 per share	02/01/2007		S ⁽¹⁾	781 D \$ 40.24	28,424	D	
	02/01/2007		S ⁽¹⁾	37 D	28,387	D	

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Common Stock, par value \$0.01 per share					\$	40.249		
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	359	D	\$ 40.25	28,028		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	250	D	\$ 40.26	27,778		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	336	D	\$ 40.27	27,442		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	149	D	\$ 40.28	27,293		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	598	D	\$ 40.29	26,695		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	19	D	\$ 40.3	26,676		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	11	D	\$ 40.305	26,665		D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	336	D	\$ 40.31	26,329		D
	02/01/2007	<u>S(1)</u>	56	D		26,273		D

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Common Stock, par value \$0.01 per share					\$	40.319	
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	349	D	\$ 40.32	25,924	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	436	D	\$ 40.33	25,488	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	37	D	\$ 40.339	25,451	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	75	D	\$ 40.34	25,376	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	37	D	\$ 40.349	25,339	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	381	D	\$ 40.35	24,958	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	75	D	\$ 40.36	24,883	D
Common Stock, par value \$0.01 per share	02/01/2007	<u>S(1)</u>	37	D	\$ 40.419	24,846	D
	02/01/2007	<u>S(1)</u>	4	D	\$ 40.42	24,842	D

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/01/2007

S⁽¹⁾

93

D

\$ 40.43 24,749

D

02/01/2007

S⁽¹⁾

34

D

\$ 40.439 24,715

D

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

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(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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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

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

EVP, Integrated Solutions

Signatures

/s/ Janelle Del Rosso, by Power of
Attorney

02/02/2007

__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. Waller pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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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