VeriFone Holdings, Inc.

Form 4

October 12, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

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 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Bergeron Douglas

(First)

(Middle)

VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

2. Issuer Name and Ticker or Trading Symbol

VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year)

10/10/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman and CEO

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) | (Zip) 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) | | sed of | ` ′ | 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 | 10/10/2007 | | S(1) | 1,500 | D | \$ 46.04 | 1,730,342 | I | By Family Trusts (2) | |
| Common Stock, par value \$0.01 per share | 10/10/2007 | | S <u>(1)</u> | 2,300 | D | \$ 46.05 | 1,728,042 | I | By Family Trusts (2) | |
| | 10/10/2007 | | S <u>(1)</u> | 400 | D | \$ 46.055 | 1,727,642 | I | | |

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| Common Stock, par value \$0.01 per share | | | | | | | | By Family Trusts (2) |
|--|------------|--------------|-------|---|---------------|-----------|---|----------------------------|
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 2,200 | D | \$ 460,600 | 1,725,442 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 200 | D | \$ 46.07 | 1,725,242 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 300 | D | \$ 46.0733 | 1,724,942 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 1,200 | D | \$ 46.08 | 1,723,742 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 604 | D | \$ 46.09 | 1,723,138 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 2,500 | D | \$ 46.1 | 1,720,638 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 1,365 | D | \$ 46.11 | 1,719,273 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 1,596 | D | \$ 46.12 | 1,717,677 | I | By Family Trusts (2) |
| | 10/10/2007 | S(1) | 200 | D | \$ 46.13 | 1,717,477 | I | |

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| Common Stock, par value \$0.01 per share | | | | | | | | By Family Trusts (2) |
|--|------------|--------------|-----|---|----------|-----------|---|----------------------------|
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 247 | D | \$ 46.14 | 1,717,230 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 500 | D | \$ 46.15 | 1,716,730 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 288 | D | \$ 46.16 | 1,716,442 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 200 | D | \$ 46.17 | 1,716,242 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 100 | D | \$ 46.18 | 1,716,142 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 300 | D | \$ 46.19 | 1,715,842 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 200 | D | \$ 46.28 | 1,715,642 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 200 | D | \$ 46.29 | 1,715,442 | I | By Family Trusts (2) |
| | 10/10/2007 | S(1) | 200 | D | \$ 46.32 | 1,715,242 | I | |

| Common Stock, par value \$0.01 per share | | | | | | | | By Family Trusts (2) |
|--|------------|--------------|-----|---|----------|-----------|---|----------------------------|
| Common Stock, par value \$0.01 per share | 10/10/2007 | S <u>(1)</u> | 200 | D | \$ 46.36 | 1,715,042 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 400 | D | \$ 46.54 | 1,714,642 | I | By Family Trusts (2) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | S(1) | 100 | D | \$ 46.56 | 1,714,542 | I | By Family Trusts (2) |

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Tit | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|------------------|------------|--------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Da | ate | Amou | unt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr | . 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | A 4 | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | TP:41 | or | |
| | | | | | | Exercisable Date | Title | Number | | |
| | | | | C 1 17 | (A) (D) | | | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 4

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Director 10% Owner Officer Other

Bergeron Douglas VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600

X

Chairman and CEO

Signatures

SAN JOSE, CA 95110

/s/ Janelle Del Rosso, by Power of Attorney

10/12/2007

**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 pursuant to a Rule 10b5-1 sales plan effective as of December 10, 2006.
- These securities are held in trusts for the benefit of members of the reporting person's family. The reporting person disclaims beneficial
- (2) ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

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.

Signatures 5