Bergeron Douglas Form 4 February 15, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

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burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *Bergeron Douglas	2. Issuer Name and Ticker or Trading Symbol VERIFONE INC [PAY]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600	(Month/Day/Year) 02/13/2007	X Director 10% Owner Officer (give title Other (specification) below) Chairman and CEO		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SAN JOSE, CA 95110		Form filed by More than One Reporting Person		

SAN JOSE,	CA 93110	

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	e Secu	rities Acqui	red, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed 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	02/13/2007		S <u>(1)</u>	6,000	D	\$ 40.5	1,025,387	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	02/13/2007		S <u>(1)</u>	3,500	D	\$ 40.5009	1,021,887	I	By Family Trusts (2)
	02/13/2007		S(1)	2,900	D		1,018,987	I	

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Common Stock, par value \$0.01 per share					\$ 40.5048			By Family Trusts (2)
Common Stock, par value \$0.01 per share	02/13/2007	S <u>(1)</u>	2,900	D	\$ 40.5069	1,016,087	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	02/13/2007	S <u>(1)</u>	400	D	\$ 40.5075	1,015,687	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	02/13/2007	S <u>(1)</u>	12,400	D	\$ 40.51	1,003,287	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	02/13/2007	S <u>(1)</u>	100	D	\$ 40.52	1,003,187	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	02/13/2007	S <u>(1)</u>	1,500	D	\$ 40.57	1,001,687	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share						1,946,452	I	By Children's Trust (3)

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

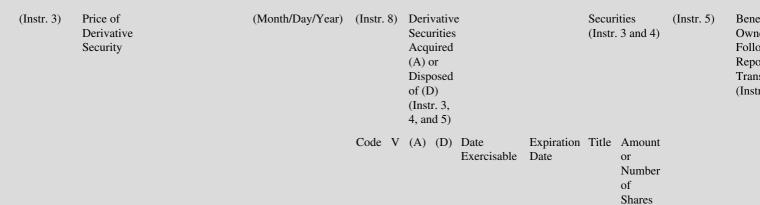
(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

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Reporting Owners

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

Signatures

/s/ Janelle Del Rosso, by Power of 02/13/2007 Attorney

> **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 and/or the reporting person's spouse is a trustee of each of such trusts. The reporting person disclaims beneficial 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.
- These securities are held in a trust for the benefit of the reporting person's children. The reporting person disclaims beneficial ownership (3) 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 purpose 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.

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