VeriFone Holdings, Inc.

Form 4

March 14, 2007

FORM 4

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

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)

(Last)

1. Name and Address of Reporting Person * Atkinson William George

> (First) (Middle)

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

SAN JOSE, CA 95110

03/12/2007

(Street)

2. Issuer Name and Ticker or Trading Symbol

VeriFone Holdings, Inc. [PAY]

(Month/Day/Year) 03/12/2007

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

EVP, Payment Systems

6. Individual or Joint/Group Filing(Check

Applicable Line)

129,481

D

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

(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. Transactio Code (Instr. 8)	or(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock, par value \$0.01 per share	03/12/2007		S <u>(1)</u>	400	D	\$ 36.38	129,681	D	
Common Stock, par value \$0.01 per share	03/12/2007		S <u>(1)</u>	100	D	\$ 36.39	129,581	D	

100

D

 $S^{(1)}$

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Common Stock, par value \$0.01 per share					\$ 36.391	
Common Stock, par value \$0.01 per share	03/12/2007	S(1)	200	D	\$ 36.45 129,281	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	400	D	\$ 36.46 128,881	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	600	D	\$ 36.47 128,281	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	500	D	\$ 36.48 127,781	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	200	D	\$ 36.5 127,581	D
Common Stock, par value \$0.01 per share	03/12/2007	S(1)	200	D	\$ 36.52 127,381	D
Common Stock, par value \$0.01 per share	03/12/2007	S(1)	500	D	\$ 36.53 126,881	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	500	D	\$ 36.54 126,381	D
	03/12/2007	S(1)	200	D	\$ 36.55 126,181	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	200	D	\$ 36.551	125,981	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	800	D	\$ 36.57	125,181	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	200	D	\$ 36.58	124,981	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	300	D	\$ 36.59	124,681	D
Common Stock, par value \$0.01 per share	03/12/2007	<u>S(1)</u>	400	D	\$ 36.6	124,281	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	100	D	\$ 36.601	124,181	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	300	D	\$ 36.62	123,881	D
Common Stock, par value \$0.01 per share	03/12/2007	S <u>(1)</u>	100	D	\$ 36.621	123,781	D

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

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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	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
		·				(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date	Title N				
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Atkinson William George VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

EVP, Payment Systems

Signatures

/s/ Janelle Del Rosso, 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) The sale was effected by Mr. Atkinson pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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