

VeriFone Holdings, Inc.
Form 4
May 14, 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 *
Bergeron Douglas

(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)
05/10/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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)		
			Code	V	Amount	(D)	Price		
Common Stock, par value \$0.01 per share	05/10/2007		S ⁽¹⁾		1,000	D	\$ 37.966 729,087	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007		S ⁽¹⁾		300	D	\$ 37.9667 728,787	I	By Family Trusts ⁽²⁾
	05/10/2007		S ⁽¹⁾		400	D	\$ 37.97 728,387	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	05/10/2007	<u>S⁽¹⁾</u>	300	D	\$ 37.9733	728,087	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	200	D	\$ 37.975	727,887	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	500	D	\$ 37.976	727,387	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	800	D	\$ 37.9775	726,587	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	1,300	D	\$ 37.98	725,287	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	700	D	\$ 37.9843	724,587	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	400	D	\$ 37.9875	724,187	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 37.99	723,187	I	By Family Trusts ⁽²⁾
	05/10/2007	<u>S⁽¹⁾</u>	2,000	D	\$ 38	721,187	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	05/10/2007	<u>S⁽¹⁾</u>	2,100	D	\$ 38.02	719,087	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	1,500	D	\$ 38.022	717,587	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.0225	717,187	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	700	D	\$ 38.0257	716,487	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	1,900	D	\$ 38.03	714,587	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.0301	714,187	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.0325	713,787	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.034	713,287	I	By Family Trusts ⁽²⁾
	05/10/2007	<u>S⁽¹⁾</u>	400	D		712,887	I	

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Common Stock, par value \$0.01 per share					\$ 38.0375			By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	624	D	\$ 38.0378	712,263	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	1,259	D	\$ 38.0432	711,004	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	500	D	\$ 38.044	710,504	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	1,900	D	\$ 38.05	708,604	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	1,300	D	\$ 38.06	707,304	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	1,160	D	\$ 38.064	706,144	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	4,221	D	\$ 38.07	701,923	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share						1,946,452	I	By Children's Trust ⁽³⁾
						6,425	D	

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(2) 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.

(3) These securities are held in a trust for the benefit of the reporting person's children. 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 purpose of Section 16 or 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.

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