Adams Jesse Form 4 August 03, 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

2. Issuer Name and Ticker or Trading

VeriFone Holdings, Inc. [PAY]

(Print or Type Responses)

1. Name and Address of Reporting Person \* Adams Jesse

> (Last) (First)

VERIFONE HOLDINGS,

INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

(State)

SAN JOSE, CA 95110

(City)

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

08/01/2007

Symbol

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below)

Vice Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				<b>7.4</b> 5	Reported	(Instr. 4)	
				(A)	Transaction(s)		
			C-1- V	Or A (D) Doi	(Instr. 3 and 4)		

Code V Amount (D)

Common

Stock, par value

08/01/2007 \$0.01 per

share

share

Common Stock, par

value 08/01/2007 \$0.01 per

08/01/2007

 $S^{(1)}$ 498

 $S^{(1)}$ 

 $S^{(1)}$ 

581

498

D

Price

\$ 36.06 39,553

\$ 36.05 40,134

D

D

\$ 36.07 39,055 D

Common Stock, par value \$0.01 per share						
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	300	D	\$ 36.08 38,755	D
Common Stock, par value \$0.01 per share	08/01/2007	S(1)	83	D	\$ 36.11 38,672	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	266	D	\$ 38,406	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	83	D	\$ 36.19 38,323	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	249	D	\$ 36.2 38,074	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	166	D	\$ 36.25 37,908	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	963	D	\$ 36.29 36,945	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	500	D	\$ 36.32 36,445	D
	08/01/2007	S(1)	995	D	\$ 36.34 35,450	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	415	D	\$ 36.35 35,0	035	D
Common Stock, par value \$0.01 per share	08/01/2007	S(1)	1,095	D	\$ 36.36 33,9	940	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	1,761	D	\$ 36.37 32,1	179	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	2,239	D	\$ 36.38 29,9	940	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	915	D	\$ 36.39 29,0	025	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	1,078	D	\$ 36.4 27,9	947	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	249	D	\$ 36.41 27,0	598	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	1,032	D	\$ 36.43 26,6	666	D
	08/01/2007	S(1)	1,478	D	\$ 36.44 25,1	188	D

Common Stock, par value \$0.01 per share						
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	400	D	\$ 36.45 24,788	D
Common Stock, par value \$0.01 per share	08/01/2007	S(1)	666	D	\$ 36.46 24,122	D
Common Stock, par value \$0.01 per share	08/01/2007	S(1)	900	D	\$ 36.47 23,222	D
Common Stock, par value \$0.01 per share	08/01/2007	S	100	D	\$ 36.48 23,122	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	200	D	\$ 36.49 22,922	D
Common Stock, par value \$0.01 per share	08/01/2007	S(1)	100	D	\$ 36.51 22,822	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	400	D	\$ 36.56 22,422	D
Common Stock, par value \$0.01 per share	08/01/2007	S <u>(1)</u>	249	D	\$ 36.57 22,173	D
	08/01/2007	S(1)	166	D	\$ 36.58 22,007	D

Common Stock, par value \$0.01 per share

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)

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 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. Transa Code (Instr.		5.  Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				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

Adams Jesse

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

Vice Chairman

## **Signatures**

/s/ Janelle Del Rosso, by Power of Attorney 08/03/2007

\*\*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. Adams pursuant to a Rule 10b5-1 sales plan effective as of January 3, 2007.

Reporting Owners 5

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.