

VeriFone Holdings, Inc.  
 Form 4  
 August 16, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**ZWARENSTEIN BARRY**

(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)  
**08/14/2007**

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)  
**Executive VP and CFO**

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/14/2007		M		18,000	A	\$ 3.28 20,007
Common Stock, par value \$0.01 per share	08/14/2007		S <sup>(1)</sup>		100	D	\$ 36.35 19,907
	08/14/2007		S <sup>(1)</sup>		300	D	\$ 36.39 19,607

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	500	D	\$ 36.4	19,107	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	100	D	\$ 36.42	19,007	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	200	D	\$ 36.46	18,807	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	100	D	\$ 36.477	18,707	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	500	D	\$ 36.48	18,207	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	100	D	\$ 36.51	18,107	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	300	D	\$ 36.52	17,807	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	400	D	\$ 36.55	17,407	D
	08/14/2007	<u>S(1)</u>	500	D	\$ 36.57	16,907	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	100	D	\$ 36.609	16,807	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	200	D	\$ 36.61	16,607	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	800	D	\$ 36.63	15,807	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	600	D	\$ 36.64	15,207	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	400	D	\$ 36.67	14,807	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	300	D	\$ 36.68	14,507	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	300	D	\$ 36.7	14,207	D
Common Stock, par value \$0.01 per share	08/14/2007	<u>S(1)</u>	200	D	\$ 36.71	14,007	D
	08/14/2007	<u>S(1)</u>	700	D	\$ 36.72	13,307	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

08/14/2007

S<sup>(1)</sup>

800

D

\$ 36.73 12,507

D

08/14/2007

S<sup>(1)</sup>

300

D

\$ 36.76 12,207

D

08/14/2007

S<sup>(1)</sup>

200

D

\$ 36.77 12,007

D

08/14/2007

S<sup>(1)</sup>

300

D

\$ 36.78 11,707

D

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 3.28	08/14/2007		M	18,000	<u>(2)</u>	07/01/2014	Common Stock, par	18,000

Option  
(right to  
buy)

value  
\$0.01 per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZWARENSTEIN BARRY VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			Executive VP and CFO	

## Signatures

/s/ Janelle Del Rosso, by Power of Attorney

08/16/2007

\_\_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. Zwarenstein pursuant to a Rule 10b5-1 sales plan effective as of December 10, 2006.
  - (2) 20% of this stock option became exercisable on July 1, 2005, an additional 5% of this stock option becomes exercisable at the end of each subsequent three month period.

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