Bergeron Douglas Form 4 April 13, 2007

## FORM 4

# **OMB APPROVAL**

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

OMB 3235-0287 Number:

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005

Person

Estimated average burden hours per response...

#### 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| Name and Address of Reporting Person Bergeron Douglas        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol             | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|--|--|---|--|--|--|
| (Last) (First) (Middle                                       | VeriFone Holdings, Inc. [PAY]  3. Date of Earliest Transaction | (Check all applicable)  |  |  |  |
| VERIFONE HOLDINGS,<br>INC., 2099 GATEWAY PLACE,<br>SUITE 600 | (Month/Day/Year)<br>04/11/2007                                 | _X_ Director 10% OwnerX_ Officer (give title Other (specify below) Chairman and CEO           |  |  |  |
| (Street)   | 4. If Amendment, Date Original                                 | 6. Individual or Joint/Group Filing(Check   |  |  |  |
| CAN IOSE CA 05110  | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |  |  |  |

#### SAN JOSE, CA 95110

| (City)   | (State)                              | (Zip) Tak   | ole I - Non-                           | -Derivativ | e Seci                       | ırities Acqu  | ired, Disposed of  | f, or Beneficia  | ally Owned  |
|--|--------------------------------------|---|--|------------|------------------------------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) |            | sed of<br>4 and<br>(A)<br>or |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007                           |   | S <u>(1)</u>                           | 1,300      | D                            | \$ 37.5       | 800,387  | I  | By Family<br>Trusts (2)   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007                           |   | S <u>(1)</u>                           | 400        | D                            | \$<br>37.5025 | 799,987  | I  | By Family<br>Trusts (2)   |
|  | 04/11/2007                           |   | S(1)                                   | 200        | D                            | \$ 37.505     | 799,787  | I  |   |

| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |              |       |   |               |         |   | By Family<br>Trusts (2) |
|--|------------|--------------|-------|---|---------------|---------|---|-------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 1,400 | D | \$<br>37.5057 | 798,387 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 1,200 | D | \$<br>37.5075 | 797,187 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 500   | D | \$ 37.508     | 796,687 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 994   | D | \$ 37.523     | 795,693 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 1,200 | D | \$<br>37.5275 | 794,493 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 600   | D | \$ 37.535     | 793,893 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 800   | D | \$ 37.55      | 793,093 | I | By Family<br>Trusts (2) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 1,200 | D | \$<br>37.5517 | 791,893 | I | By Family<br>Trusts (2) |
|  | 04/11/2007 | S <u>(1)</u> | 1,306 | D |               | 790,587 | I |                         |

| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |              |       |   | \$<br>37.5722 |           |   | By Family<br>Trusts (2)       |
|--|------------|--------------|-------|---|---------------|-----------|---|-------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 600   | D | \$ 37.59      | 789,987   | I | By Family<br>Trusts (2)       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S(1)         | 1,300 | D | \$<br>37.5939 | 788,687   | I | By Family<br>Trusts (2)       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 900   | D | \$ 37.61      | 787,787   | I | By Family<br>Trusts (2)       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S <u>(1)</u> | 800   | D | \$<br>37.6325 | 786,987   | I | By Family<br>Trusts (2)       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S(1)         | 800   | D | \$ 37.705     | 786,187   | I | By Family<br>Trusts (2)       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/11/2007 | S(1)         | 8,500 | D | \$<br>37.8018 | 777,687   | I | By Family<br>Trusts (2)       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |              |       |   |               | 1,946,452 | I | By<br>Children?s<br>Trust (3) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |              |       |   |               | 6,425     | D |                               |

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

| <ol> <li>Title of</li> </ol> | 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        |          | Number   |             |  |
|                              |             |                     |                    |            |            |               |             |          | of       |             |  |
|                              |             |                     |                    | Code V     | (A) $(D)$  |               |             |          | Shares   |             |  |

## **Reporting Owners**

| Reporting Owner Name / Address |          |           | *       |       |
|--------------------------------|----------|-----------|---------|-------|
|                                | Director | 10% Owner | Officer | Other |

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

X

Chairman and CEO

Relationships

### **Signatures**

/s/ Janelle Del Rosso, by Power of Attorney

04/11/2007

\*\*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 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.

Reporting Owners 4

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.