

VeriFone Holdings, Inc.
Form 4
January 23, 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 *
Atkinson William George

(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)
01/22/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP, Payment Systems

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	01/22/2007		S ⁽¹⁾	644 D \$ 37.47	149,437	D	
Common Stock, par value \$0.01 per share	01/22/2007		S ⁽¹⁾	64 D \$ 37.49	149,373	D	
Common Stock, par value \$0.01	01/22/2007		S ⁽¹⁾	96 D \$ 37.5	149,277	D	

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per share							
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	321	D	\$ 37.51	148,956	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	707	D	\$ 37.52	148,249	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	321	D	\$ 37.53	147,928	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	161	D	\$ 37.58	147,767	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	321	D	\$ 37.63	147,446	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	643	D	\$ 37.65	146,803	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	643	D	\$ 37.67	146,160	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	546	D	\$ 37.69	145,614	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	707	D	\$ 37.7	144,907	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	386	D	\$ 37.71	144,521	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	418	D	\$ 37.72	144,103	D

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Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	482	D	\$ 37.73	143,621	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	450	D	\$ 37.74	143,171	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	1,125	D	\$ 37.75	142,046	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	129	D	\$ 37.76	141,917	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	129	D	\$ 37.77	141,788	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	546	D	\$ 37.8	141,242	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	836	D	\$ 37.82	140,406	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	193	D	\$ 37.83	140,213	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	96	D	\$ 37.84	140,117	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	193	D	\$ 37.85	139,924	D
Common Stock, par value \$0.01 per share	01/22/2007	<u>S⁽¹⁾</u>	514	D	\$ 37.86	139,410	D

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

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

Table with columns for Title of Derivative Security, Conversion or Exercise Price, Transaction Date, Deemed Execution Date, Transaction Code, Number of Derivative Securities, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, Price of Derivative Security, and Number of Derivative Securities. Includes sub-columns for V, A, and D codes, and Date Exercisable and Expiration Date.

Reporting Owners

Table with Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Example: 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 01/23/2007
**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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