

ZWARENSTEIN BARRY

Form 4

April 12, 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

OMB APPROVAL

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(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)
04/10/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive VP and CFO

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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, par value \$0.01 per share	04/10/2007		S ⁽¹⁾	64 D	\$ 37.874 13,757	D	
Common Stock, par value \$0.01 per share	04/10/2007		S ⁽¹⁾	64 D	\$ 37.879 13,693	D	
	04/10/2007		S ⁽¹⁾	64 D	\$ 37.88 13,629	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

129

D

\$
37.889

13,500

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

643

D

\$ 37.9

12,857

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

64

D

\$
37.902

12,793

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

64

D

\$
37.909

12,729

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

450

D

\$ 37.91

12,279

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

64

D

\$
37.919

12,215

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

1,157

D

\$ 37.92

11,058

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

64

D

\$ 37.93

10,994

D

04/10/2007

S⁽¹⁾

643

D

\$ 37.94

10,351

D

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

450

D

\$ 37.95 9,901

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

1,093

D

\$ 37.96 8,808

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

322

D

\$
37.969 8,486

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

928

D

\$ 37.97 7,558

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

257

D

\$
37.979 7,301

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

1,387

D

\$ 37.98 5,914

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

129

D

\$
37.989 5,785

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

1,864

D

\$ 37.99 3,921

D

04/10/2007

S⁽¹⁾

129

D

3,792

D

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Common
Stock, par
value
\$0.01 per
share

\$
37.999

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

386

D

\$ 38

3,406

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

257

D

\$
38.009

3,149

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

707

D

\$ 38.02

2,442

D

Common
Stock, par
value
\$0.01 per
share

04/10/2007

S⁽¹⁾

836

D

\$ 38.04

1,606

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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 04/10/2007

__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.

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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