VeriFone Holdings, Inc. Form 4

May 14, 2007

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Bergeron Douglas

(First)

Symbol

5. Relationship of Reporting Person(s) to Issuer

VeriFone Holdings, Inc. [PAY]

(Check all applicable)

VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE,

SUITE 600

3. Date of Earliest Transaction

(Month/Day/Year) 05/10/2007

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

below)

Chairman and CEO

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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Estimated average

burden hours per

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

SAN JOSE, CA 95110

(City)	(State)	(Zip) Tab	(Zip) 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)	Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par value \$0.01 per share	05/10/2007		Code V  S(1)	Amount 300	(D)	Price \$ 38.0733	701,623	I	By Family Trusts (2)	
Common Stock, par value \$0.01 per share	05/10/2007		S <u>(1)</u>	400	D	\$ 38.075	701,223	I	By Family Trusts (2)	
	05/10/2007		S(1)	300	D		700,923	I		

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Common Stock, par value \$0.01 per share					\$ 38.0767			By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	500	D	\$ 38.078	700,423	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	780	D	\$ 38.0851	699,643	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	500	D	\$ 38.09	699,143	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	1,376	D	\$ 38.0986	697,767	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	2,200	D	\$ 38.1	695,567	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	3,200	D	\$ 38.11	692,367	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	500	D	\$ 38.12	691,867	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	700	D	\$ 38.1243	691,167	I	By Family Trusts (2)
	05/10/2007	S(1)	400	D	\$ 38.125	690,767	I	

Common Stock, par value \$0.01 per share								By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	1,080	D	\$ 38.13	689,687	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	200	D	\$ 38.145	689,487	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	300	D	\$ 38.16	689,187	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	300	D	\$ 38.1867	688,887	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	560	D	\$ 38.2	688,327	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	300	D	\$ 38.2008	688,027	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	800	D	\$ 38.205	687,227	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	785	D	\$ 38.2076	686,442	I	By Family Trusts (2)
	05/10/2007	S(1)	700	D	\$ 38.21	685,742	I	

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Common Stock, par value \$0.01 per share								By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	140	D	\$ 38.24	685,602	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S(1)	400	D	\$ 38.28	685,202	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	4,900	D	\$ 38.3	680,302	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	05/10/2007	S <u>(1)</u>	50	D	\$ 38.34	680,252	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share						1,946,452	I	By Children's Trusts (3)
Common Stock, par value \$0.01 per share						6,425	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu

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Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address				
• 9	Director	10% Owner	Officer	Other
Bergeron Douglas VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	X		Chairman and CEO	

## **Signatures**

/s/ Janelle Del Rosso, by Power of Attorney 05/10/2007

\*\*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 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 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 any other purpose.

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.

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