Angel Isaac 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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Angel Isaac

> (Middle) (Last) (First)

C/O VERIFONE HOLDINGS. INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

Filed(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify below)

EVP, Global Operations

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) Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	04/10/2007		M	15,000	A	\$ 9.304	15,101	D	
Common Stock, par value \$0.01 per share	04/10/2007		S	2,400	D	\$ 37.85	12,701	D	
Common Stock, par value \$0.01	04/10/2007		S	3,800	D	\$ 37.85	8,901	D	

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per share							
Common Stock, par value \$0.01 per share	04/10/2007	S	300	D	\$ 37.85	8,601	D
Common Stock, par value \$0.01 per share	04/10/2007	S	4,000	D	\$ 37.85	4,601	D
Common Stock, par value \$0.01 per share	04/10/2007	S	1,000	D	\$ 37.86	3,601	D
Common Stock, par value \$0.01 per share	04/10/2007	S	900	D	\$ 37.86	2,701	D
Common Stock, par value \$0.01 per share	04/10/2007	S	1,000	D	\$ 37.87	1,701	D
Common Stock, par value \$0.01 per share	04/10/2007	S	300	D	\$ 37.87	1,401	D
Common Stock, par value \$0.01 per share	04/10/2007	S	1,300	D	\$ 37.87	101	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		

and 5)

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			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.304	04/10/2007	М		15,000	<u>(1)</u>	10/28/2008	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Angel Isaac								
C/O VERIFONE HOLDINGS, INC.			EVP, Global					
2099 GATEWAY PLACE, SUITE 600			Operations					
SAN JOSE, CA 95110			_					

Signatures

/s/ Katherine Stephens, by Power of Attorney 04/12/2007

**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) 50% of this stock option vested on October 21, 2005. As additional 25% of this stock option vested on October 21, 2006. An additional 25% of this stock option will vest on October 21, 2007.

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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