Adams Jesse Form 4 May 03, 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

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

OMB 3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response... 0.5

may continue. See Instruction

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

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Adams Jesse		orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	VeriFone Holdings, Inc. [PAY] 3. Date of Earliest Transaction	(Check all applicable)			
VERIFONE INC., 2099 C SUITE 600			(Month/Day/Year) 05/01/2007	Director 10% Owner Selfow Officer (give title below) Urice Chairman			
	(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			
SAN IOSE (CA 95110			Form filed by More than One Reporting			

SAN JOSE, CA 95110

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if any		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	05/01/2007		Code V M(1)	Amount 19,167	(D)	Price	91,376	D	
Common Stock, par value \$0.01 per share	05/01/2007		S <u>(1)</u>	194	D	\$ 35.5	91,182	D	
	05/01/2007		$S^{(1)}$	194	D		90.988	D	

Common Stock, par value \$0.01 per share					\$ 35.52		
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	49	D	\$ 35.54	90,939	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	194	D	\$ 35.55	90,745	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	146	D	\$ 35.56	90,599	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	583	D	\$ 35.57	90,016	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	778	D	\$ 35.58	89,238	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	389	D	\$ 35.6	88,849	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	49	D	\$ 35.62	88,800	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	389	D	\$ 35.63	88,411	D
	05/01/2007	S <u>(1)</u>	292	D		88,119	D

Common Stock, par value \$0.01 per share					\$ 35.64		
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	292	D	\$ 35.65	87,827	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	535	D	\$ 35.66	87,292	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	924	D	\$ 35.67	86,368	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	97	D	\$ 35.68	86,271	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	389	D	\$ 35.69	85,882	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	243	D	\$ 35.7	85,639	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	681	D	\$ 35.71	84,958	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	97	D	\$ 35.72	84,861	D
	05/01/2007	S(1)	583	D		84,278	D

Common Stock, par value \$0.01 per share					\$ 35.73		
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	292	D	\$ 35.75	83,986	D
Common Stock, par value \$0.01 per share	05/01/2007	S <u>(1)</u>	389	D	\$ 35.76	83,597	D
Common Stock, par value \$0.01 per share	05/01/2007	S(1)	486	D	\$ 35.78	83,111	D
Common Stock, par value \$0.01 per share	05/01/2007	S(1)	389	D	\$ 35.8	82,722	D
Common Stock, par value \$0.01 per share	05/01/2007	S(1)	680	D	\$ 35.81	82,042	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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	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)		

			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10	05/01/2007	M		19,167	(2)	04/29/2012	Common Stock, par value \$0.01 per share	19,167

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Adams Jesse

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

Vice Chairman

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

05/02/2007

**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. Adams pursuant to a Rule 10b5-1 sales plan effective as of January 3, 2007.
- (2) 25% of the stock option became exercisable on May 1, 2006. The remaining portion of the stock options vests pro rata quarterly over the three years thereafter (with such vesting to occur on August 1, November 1, February 1 and May 1 of each year).

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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