VeriFone Holdings, Inc. Form 4

November 15, 2007

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Angel Isaac Issuer Symbol VeriFone Holdings, Inc. [PAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title C/O VERIFONE HOLDINGS. 11/13/2007 below) INC., 2099 GATEWAY PLACE, EVP, Global Operations SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95110

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially C								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	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)	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	11/13/2007		Code V M	Amount 15,000	(D)	Price \$ 9.304	(Instr. 3 and 4) 15,101	D		
Common Stock, par value \$0.01 per share	11/13/2007		S	310	D	\$ 44	14,791	D		
Common Stock, par value \$0.01	11/13/2007		S	100	D	\$ 43.7	14,691	D		

per share							
Common Stock, par value \$0.01 per share	11/13/2007	S	200	D	\$ 43.71	14,491	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.73	14,391	D
Common Stock, par value \$0.01 per share	11/13/2007	S	700	D	\$ 43.75	13,691	D
Common Stock, par value \$0.01 per share	11/13/2007	S	400	D	\$ 43.76	13,291	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.77	13,191	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.8	13,091	D
Common Stock, par value \$0.01 per share	11/13/2007	S	1,300	D	\$ 43.88	11,791	D
Common Stock, par value \$0.01 per share	11/13/2007	S	2,000	D	\$ 43.9	9,791	D
Common Stock, par value \$0.01 per share	11/13/2007	S	377	D	\$ 43.91	9,414	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.94	9,314	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.96	9,214	D

Common Stock, par value \$0.01 per share	11/13/2007	S	4,290	D	\$ 43.97	4,924	D
Common Stock, par value \$0.01 per share	11/13/2007	S	323	D	\$ 43.98	4,601	D
Common Stock, par value \$0.01 per share	11/13/2007	S	300	D	\$ 44.03	4,301	D
Common Stock, par value \$0.01 per share	11/13/2007	S	304	D	\$ 44.06	3,997	D
Common Stock, par value \$0.01 per share	11/13/2007	S	600	D	\$ 44.08	3,397	D
Common Stock, par value \$0.01 per share	11/13/2007	S	500	D	\$ 44.09	2,897	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 44.1	2,797	D
Common Stock, par value \$0.01 per share	11/13/2007	S	616	D	\$ 44.11	2,181	D
Common Stock, par value \$0.01 per share	11/13/2007	S	80	D	\$ 44.12	2,101	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.6	2,001	D
Common Stock, par value \$0.01 per share	11/13/2007	S	100	D	\$ 43.61	1,901	D
	11/13/2007	S	300	D		1,601	D

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Common Stock, par value \$0.01 per share					\$ 43.63		
Common Stock, par value \$0.01 per share	11/13/2007	S	400	D	\$ 43.65	1,201	D
Common Stock, par value \$0.01 per share	11/13/2007	S	700	D	\$ 43.66	501	D
Common Stock, par value \$0.01 per share	11/13/2007	S	400	D	\$ 43.67	101	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)

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. Transactic Code (Instr. 8)	5. Number of tionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration I Securities (Month/Day Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.304	11/13/2007		M		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			

Reporting Owners 4

Angel Isaac C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

EVP, Global Operations

# **Signatures**

/s/ Katherine Stephens, by Power of Attorney

11/15/2007

\*\*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. An 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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