

VeriFone Holdings, Inc.
Form 4
May 14, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bergeron Douglas

(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)
05/10/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Code (Instr. 8)	4. Securities Acquired (A) 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	05/10/2007		S ⁽¹⁾	300	D \$ 38.0733	701,623	I By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007		S ⁽¹⁾	400	D \$ 38.075	701,223	I By Family Trusts ⁽²⁾
	05/10/2007		S ⁽¹⁾	300	D	700,923	I

Edgar Filing: VeriFone Holdings, Inc. - Form 4

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 ⁽¹⁾	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 ⁽¹⁾	500	D	\$ 38.09	699,143	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	1,376	D	\$ 38.0986	697,767	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	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 ⁽¹⁾	500	D	\$ 38.12	691,867	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	700	D	\$ 38.1243	691,167	I	By Family Trusts ⁽²⁾
	05/10/2007	S ⁽¹⁾	400	D	\$ 38.125	690,767	I	

Edgar Filing: VeriFone Holdings, Inc. - Form 4

Common Stock, par value \$0.01 per share								By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	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 ⁽¹⁾	560	D	\$ 38.2	688,327	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	300	D	\$ 38.2008	688,027	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	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	

Common Stock, par value \$0.01 per share								By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	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 ⁽¹⁾	4,900	D	\$ 38.3	680,302	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	05/10/2007	S ⁽¹⁾	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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv
---------------------------------------	------------------------------	---	---	------------------------	-----------------	--	---	---------------------------------------	----------------

Edgar Filing: VeriFone Holdings, Inc. - Form 4

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	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.
- (2) 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.
- (3) 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.