

Angel Isaac  
Form 4  
February 12, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Angel Isaac

2. Issuer Name and Ticker or Trading Symbol  
VeriFone Holdings, Inc. [PAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP, Global Operations

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

SAN JOSE, CA 95110

(City) (State) (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) | 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.01 per share | 02/08/2007                           |  | M                              |   | 15,000  | A  | \$ 9.304  |
| Common Stock, par value \$0.01 per share | 02/08/2007                           |  | S                              |   | 100   | D  | \$ 40.63  |
| Common Stock, par value \$0.01           | 02/08/2007                           |  | S                              |   | 100   | D  | \$ 40.6   |
|  |                                      |  |                                |   | 14,901  | D  |   |

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|   |            |   |       |   |             |        |   |
|---|------------|---|-------|---|-------------|--------|---|
| per share   |            |   |       |   |             |        |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 1,200 | D | \$<br>40.75 | 13,701 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 100   | D | \$<br>40.66 | 13,601 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 800   | D | \$<br>40.66 | 12,801 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 300   | D | \$<br>40.75 | 12,501 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 100   | D | \$ 40.6     | 12,401 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 100   | D | \$ 40.6     | 12,301 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 7,600 | D | \$<br>40.65 | 4,701  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 100   | D | \$ 40.6     | 4,601  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 100   | D | \$ 40.6     | 4,501  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 200   | D | \$<br>40.63 | 4,301  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/08/2007 | S | 300   | D | \$<br>40.72 | 4,001  | D |

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|  |            |   |       |   |          |       |   |
|--|------------|---|-------|---|----------|-------|---|
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 500   | D | \$ 40.67 | 3,501 | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 300   | D | \$ 40.6  | 3,201 | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 100   | D | \$ 40.64 | 3,101 | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 1,400 | D | \$ 40.64 | 1,701 | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 100   | D | \$ 40.7  | 1,601 | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 400   | D | \$ 40.7  | 1,201 | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 700   | D | \$ 40.6  | 501   | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 100   | D | \$ 40.6  | 401   | D |
| Common Stock, par value \$0.01 per share | 02/08/2007 | S | 300   | D | \$ 40.61 | 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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(*e.g.*, puts, calls, warrants, options, convertible securities)

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| 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. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|---------------------|---|--|---|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 9.304   | 02/08/2007                           |  | 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 |
| Angel Isaac<br>C/O VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 |               |           | EVP, Global Operations |       |

**Signatures**

/s/ Scott Miller, by Power of Attorney 02/08/2007

\_\_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.

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