ZWARENSTEIN BARRY

Form 4 April 12, 2007

FORM 4

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

OMB Number:

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Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response...

OMB APPROVAL

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ZWARENSTEIN BARRY**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) VeriFone Holdings, Inc. [PAY]

(Check all applicable)

VERIFONE HOLDINGS,

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

Director _X__ Officer (give title

10% Owner Other (specify

INC., 2099 GATEWAY PLACE,

04/10/2007

below) Executive VP and CFO

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) Tab	le I - Non-	Derivative	Secur	rities Acqui	ired, 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)	Code (Instr. 8)	omr Dispos (Instr. 3,	sed of (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	04/10/2007		Code V M	Amount 18,000	(D)	Price \$ 3.28	19,606	D		
Common Stock, par value \$0.01 per share	04/10/2007		S <u>(1)</u>	257	D	\$ 37.48	19,349	D		
	04/10/2007		S(1)	450	D		18,899	D		

Common Stock, par value \$0.01 per share					\$ 37.494		
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	64	D	\$ 37.575	18,835	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	307	D	\$ 37.58	18,528	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	129	D	\$ 37.589	18,399	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	64	D	\$ 37.59	18,335	D
Common Stock, par value \$0.01 per share	04/10/2007	S(1)	143	D	\$ 37.6	18,192	D
Common Stock, par value \$0.01 per share	04/10/2007	S(1)	401	D	\$ 37.61	17,791	D
Common Stock, par value \$0.01 per share	04/10/2007	S(1)	64	D	\$ 37.619	17,727	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	394	D	\$ 37.63	17,333	D
	04/10/2007	S(1)	257	D		17,076	D

Common Stock, par value \$0.01 per share					\$ 37.639		
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	64	D	\$ 37.649	17,012	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	64	D	\$ 37.66	16,948	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	193	D	\$ 37.67	16,755	D
Common Stock, par value \$0.01 per share	04/10/2007	S(1)	64	D	\$ 37.679	16,691	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	322	D	\$ 37.7	16,369	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	556	D	\$ 37.71	15,813	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	257	D	\$ 37.82	15,556	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	64	D	\$ 37.83	15,492	D
	04/10/2007	S(1)	64	D		15,428	D

Common Stock, par value \$0.01 per share					\$ 37.839		
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	450	D	\$ 37.84	14,978	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	514	D	\$ 37.85	14,464	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	64	D	\$ 37.862	14,400	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	386	D	\$ 37.87	14,014	D
Common Stock, par value \$0.01 per share	04/10/2007	S <u>(1)</u>	193	D	\$ 37.872	13,821	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	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)		

			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.28	04/10/2007	M	18,000	(2)	07/01/2014	Common Stock, par value \$0.01 per share	18,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive VP and CFO

Signatures

/s/ Janelle Del Rosso, by Power of Attorney 04/10/2007

**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 by Mr. Zwarenstein pursuant to a Rule 10b5-1 sales plan effective as of December 10, 2006.
- (2) 20% of this stock option became exercisable on July 1, 2005, an additional 5% of this stock option becomes exercisable at the end of each subsequent three month period.

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.

Reporting Owners 5