VeriFone Holdings, Inc.

Form 4 June 26, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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)

ZWARENSTEIN BARRY Syn			2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]				5. Relationship of Reporting Person(s) to Issuer			
	(First) (EHOLDINGS, GATEWAY PLA	Middle) 3. I (Mo 06/	3. Date of Earliest Transaction (Month/Day/Year) 06/22/2007			•	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Executive VP and CFO			
SAN JOSE,	(Street) 4. If Ame Filed(Mor			te Origina	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ly Owned			
1. Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if		Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Ownership Indirect Form: Direct Benefic (D) or Owners	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	06/22/2007		Code V M V		(D)	Price (1)	(Instr. 3 and 4) 2,231	D		
Common Stock, par	06/22/2007		F	224	D	\$	2.007	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

F

D

36.36

2,007

D

224

06/22/2007

value \$0.01 per share

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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 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. Transacti Code (Instr. 8)	5. Number on f 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)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/22/2007		M	625	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	625	<u>(1)</u>

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 06/26/2007

**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) On June 22, 2007, 625 shares of the issuer's common stock underlying these Restricted Stock Units became deliverable, without the payment of any consideration, and were delivered to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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