

VeriFone Holdings, Inc.  
 Form 4  
 October 11, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**ZWARENSTEIN BARRY**

(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)  
**10/09/2007**

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)  
**Executive VP and CFO**

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	10/09/2007		S <sup>(1)</sup>	100 D	\$ 44.715 15,228	D	
Common Stock, par value \$0.01 per share	10/09/2007		S <sup>(1)</sup>	700 D	\$ 44.73 14,528	D	
	10/09/2007		S <sup>(1)</sup>	1,000 D	\$ 44.78 13,528	D	

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.795	13,428	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.8	13,328	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.815	13,228	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.835	13,128	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.855	13,028	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	300	D	\$ 44.89	12,728	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	200	D	\$ 44.91	12,528	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.915	12,428	D
	10/09/2007	<u>S(1)</u>	100	D	\$ 44.92	12,328	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.94	12,228	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.945	12,128	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.955	12,028	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	200	D	\$ 44.96	11,928	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.97	11,728	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	400	D	\$ 44.975	11,628	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.98	11,228	D
Common Stock, par value \$0.01 per share	10/09/2007	<u>S(1)</u>	100	D	\$ 44.985	11,128	D
	10/09/2007	<u>S(1)</u>	100	D	\$ 44.99	11,028	D

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

10/09/2007

S<sup>(1)</sup>

100

D

\$  
44.995

10,928

D

10/09/2007

S<sup>(1)</sup>

300

D

\$ 45

10,628

D

10/09/2007

S

100

D

\$  
45.009

10,528

D

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

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(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. Transaction Code (Instr. 8)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

10/11/2007

\_\_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.

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