VeriFone Holdings, Inc.

Check this box

if no longer

Section 16.

subject to

Form 4

February 05, 2007

FORM 4

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

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

Form 4 or 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Adams Jesse

2. Issuer Name and Ticker or Trading

Symbol

VeriFone Holdings, Inc. [PAY]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/01/2007

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

Vice Chairman

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

SAN JOSE, CA 95110

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	02/01/2007		M	9,895	A	\$ 3.05	86,498	D	
Common Stock, par value \$0.01 per share	02/01/2007		M	9,271	A	\$ 10	95,769	D	
Common Stock, par	02/01/2007		S <u>(1)</u>	119	D	\$ 39.96	95,650	D	

value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	198	D	\$ 39.97	95,452	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	79	D	\$ 39.99	95,373	D
Common Stock, par value \$0.01 per share	02/01/2007	S(1)	1,898	D	\$ 40	93,475	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	1,028	D	\$ 40.01	92,447	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	1,186	D	\$ 40.02	91,261	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	395	D	\$ 40.03	90,866	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	277	D	\$ 40.05	90,589	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	158	D	\$ 40.07	90,431	D
Common Stock, par value	02/01/2007	S(1)	237	D	\$ 40.08	90,194	D

\$0.01 per share							
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	514	D	\$ 40.09	89,680	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	118	D	\$ 40.1	89,562	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	118	D	\$ 40.11	89,444	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	276	D	\$ 40.15	89,168	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	386	D	\$ 40.17	88,782	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	237	D	\$ 40.18	88,545	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	198	D	\$ 40.19	88,347	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	49	D	\$ 40.191	88,298	D
Common Stock, par value \$0.01 per	02/01/2007	S <u>(1)</u>	751	D	\$ 40.2	87,547	D

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share							
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	791	D	\$ 40.21	86,756	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	1,463	D	\$ 40.22	85,293	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	40	D	\$ 40.225	85,253	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	1,107	D	\$ 40.23	84,146	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	39	D	\$ 40.239	84,107	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	1,652	D	\$ 40.24	82,455	D
Common Stock, par value \$0.01 per share	02/01/2007	S <u>(1)</u>	79	D	\$ 40.249	82,376	D

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

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

SEC 1474

(9-02)

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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)	Transaction of Derivative		(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.05	02/01/2007		M		9,89	5 (2)	05/01/2013	Common Stock, par value \$0.01 per share	9,895
Employee Stock Option (right to buy)	\$ 10	02/01/2007		M		9,27	(3)	05/01/2013	Common Stock, par value \$0.01 per share	9,271

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Adams Jesse

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

Vice Chairman

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

02/03/2007

**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. Adams pursuant to a Rule 10b5-1 sales plan effective as of January 3, 2007.
- (2) 20% of this stock option became exercisable on July 1, 2003, and an additional 5% of this stock option becomes exercisable at the end of each subsequent three month period.
- (3) 25% of the stock option became exercisable on May 1, 2006. The remaining portion of the stock options vests pro rata quarterly over the three years thereafter (with such vesting to occur on August 1, November 1, February 1 and May 1 of each year).

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 5

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