VeriFone Holdings, Inc. Form 4

July 16, 2007

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * Angel Isaac

> (Last) (First) (Middle)

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

(Street)

SAN JOSE, CA 95110

2. Issuer Name and Ticker or Trading Symbol

VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year) 07/10/2007

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

EVP, Global Operations

6. Individual or Joint/Group Filing(Check Applicable Line)

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

| (City) | (State) | (Zip) Tabl | e I - Non-D | Derivative (| Securi | ities Acqu | iired, Disposed of | f, or Beneficial | y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 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 | 07/10/2007 | | Code V M | Amount 15,000 | (D) | Price \$ 9.304 | (Instr. 3 and 4) 15,101 | D | |
| Common Stock, par value \$0.01 per share | 07/10/2007 | | S | 7,000 | D | \$ 36.38 | 8,101 | D | |
| Common Stock, par value \$0.01 | 07/10/2007 | | S | 2,100 | D | \$ 36.39 | 6,001 | D | |

| per share | | | | | | | |
|---|------------|---|-------|---|-------------|-------|---|
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 200 | D | \$ 36.4 | 5,801 | D |
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 1,000 | D | \$ 36.41 | 4,801 | D |
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 600 | D | \$ 36.42 | 4,201 | D |
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 700 | D | \$ 36.43 | 3,501 | D |
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 200 | D | \$ 36.44 | 3,301 | D |
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 600 | D | \$ 36.45 | 2,701 | D |
| Common Stock, par value \$0.01 per share | 07/10/2007 | S | 2,600 | D | \$ 36.46 | 101 | 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 | Transacti | onDerivative | 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) | | |

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| | | | Code | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|----------|------------|------|-------|--------|---------------------|--------------------|--|-------------------------------------|
| Employee Stock Option (right to buy) | \$ 9.304 | 07/10/2007 | М | | 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 | | | | | | | |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | | |
| Angel Isaac | | | | | | | | |
| C/O VERIFONE HOLDINGS, INC. | | | EVP, Global | | | | | |
| 2099 GATEWAY PLACE, SUITE 600 | | | Operations | | | | | |
| SAN JOSE, CA 95110 | | | | | | | | |

Signatures

/s/ Katherine Stephens, by Power of Attorney 07/16/2007

**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. As additional 25% of this stock option vested on October 21, 2006. An additional 25% of this stock option will vest on October 21, 2007.

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.

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