

VeriFone Holdings, Inc.  
Form 4  
December 04, 2006

**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*  
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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Adams Jesse

(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)  
12/01/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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(A) Code (Instr. 8)	4. Securities Acquired 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	12/01/2006		S <sup>(1)</sup>	53 D	\$ 33.12 \$ 84,414	D	
Common Stock, par value \$0.01 per share	12/01/2006		S <sup>(1)</sup>	35 D	\$ 33.14 \$ 84,379	D	
	12/01/2006		S <sup>(1)</sup>	35 D	\$ 33.15 \$ 84,344	D	

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	142	D	\$ 33.19	\$ 84,202	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	71	D	\$ 33.2	\$ 84,131	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	347	D	\$ 33.21	\$ 83,784	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	11	D	\$ 33.218	\$ 83,773	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	125	D	\$ 33.22	\$ 83,648	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	71	D	\$ 33.23	\$ 83,577	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	177	D	\$ 33.24	\$ 83,400	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	1,065	D	\$ 33.25	\$ 82,335	D
	12/01/2006	<u>S(1)</u>	24	D		\$ 82,311	D

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Common Stock, par value \$0.01 per share					\$ 33.259		
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	164	D	\$ 33.26	\$ 82,147	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	243	D	\$ 33.27	\$ 81,904	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	212	D	\$ 33.28	\$ 81,692	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	308	D	\$ 33.29	\$ 81,384	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	159	D	\$ 33.31	\$ 81,225	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	38	D	\$ 33.315	\$ 81,187	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	142	D	\$ 33.33	\$ 81,045	D
Common Stock, par value \$0.01 per share	12/01/2006	<u>S(1)</u>	177	D	\$ 33.34	\$ 80,868	D
	12/01/2006	<u>S(1)</u>	53	D		\$ 80,815	D

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Common Stock, par value \$0.01 per share						\$			
						33.349			
Common Stock, par value \$0.01 per share	12/01/2006	S <sup>(1)</sup>	106	D	\$ 33.35	\$ 80,709		D	
Common Stock, par value \$0.01 per share	12/01/2006	S <sup>(1)</sup>	159	D	\$ 33.355	\$ 80,550		D	
Common Stock, par value \$0.01 per share	12/01/2006	S <sup>(1)</sup>	15	D	\$ 33.359	\$ 80,535		D	
Common Stock, par value \$0.01 per share	12/01/2006	S <sup>(1)</sup>	53	D	\$ 33.37	\$ 80,482		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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 12/04/2006

\_\_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 September 30, 2005.

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

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