

Angel Isaac  
Form 4  
February 12, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Angel Isaac

2. Issuer Name and Ticker or Trading Symbol  
VeriFone Holdings, Inc. [PAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Global Operations

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN JOSE, CA 95110

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/08/2007		M		15,000	A	\$ 9.304
Common Stock, par value \$0.01 per share	02/08/2007		S		100	D	\$ 40.63
Common Stock, par value \$0.01	02/08/2007		S		100	D	\$ 40.6
					14,901	D	

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per share							
Common Stock, par value \$0.01 per share	02/08/2007	S	1,200	D	\$ 40.75	13,701	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.66	13,601	D
Common Stock, par value \$0.01 per share	02/08/2007	S	800	D	\$ 40.66	12,801	D
Common Stock, par value \$0.01 per share	02/08/2007	S	300	D	\$ 40.75	12,501	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	12,401	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	12,301	D
Common Stock, par value \$0.01 per share	02/08/2007	S	7,600	D	\$ 40.65	4,701	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	4,601	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	4,501	D
Common Stock, par value \$0.01 per share	02/08/2007	S	200	D	\$ 40.63	4,301	D
Common Stock, par value \$0.01 per share	02/08/2007	S	300	D	\$ 40.72	4,001	D

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Common Stock, par value \$0.01 per share	02/08/2007	S	500	D	\$ 40.67	3,501	D
Common Stock, par value \$0.01 per share	02/08/2007	S	300	D	\$ 40.6	3,201	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.64	3,101	D
Common Stock, par value \$0.01 per share	02/08/2007	S	1,400	D	\$ 40.64	1,701	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.7	1,601	D
Common Stock, par value \$0.01 per share	02/08/2007	S	400	D	\$ 40.7	1,201	D
Common Stock, par value \$0.01 per share	02/08/2007	S	700	D	\$ 40.6	501	D
Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	401	D
Common Stock, par value \$0.01 per share	02/08/2007	S	300	D	\$ 40.61	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)

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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)	4. Transaction Code	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.304	02/08/2007		M	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			
	Director	10% Owner	Officer	Other
Angel Isaac C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			EVP, Global Operations	

**Signatures**

/s/ Scott Miller, by Power of Attorney 02/08/2007

\_\_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. An 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.