

Angel Isaac
Form 4
February 12, 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
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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(Print or Type Responses)

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

(City) (State) (Zip)

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

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

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 ____ Other (specify
below) 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
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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/08/2007		M	15,000	A \$ 9.304	15,101	D
Common Stock, par value \$0.01 per share	02/08/2007		S	100	D \$ 40.63	15,001	D
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
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Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.66	13,601	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	800	D	\$ 40.66	12,801	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	300	D	\$ 40.75	12,501	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	12,401	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	12,301	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	7,600	D	\$ 40.65	4,701	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	4,601	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	100	D	\$ 40.6	4,501	D
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Common Stock, par value \$0.01 per share	02/08/2007	S	200	D	\$ 40.63	4,301	D
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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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(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 (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)
				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.

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