

Angel Isaac
Form 4
April 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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2007

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

C/O 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 Applicable Line)
X 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	04/10/2007		M		15,000	A	\$ 9.304
Common Stock, par value \$0.01 per share	04/10/2007		S		2,400	D	\$ 37.85
Common Stock, par value \$0.01	04/10/2007		S		3,800	D	\$ 37.85
							8,901

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per share

Common Stock, par value \$0.01 per share	04/10/2007	S	300	D	\$ 37.85	8,601	D
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Common Stock, par value \$0.01 per share	04/10/2007	S	4,000	D	\$ 37.85	4,601	D
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Common Stock, par value \$0.01 per share	04/10/2007	S	1,000	D	\$ 37.86	3,601	D
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Common Stock, par value \$0.01 per share	04/10/2007	S	900	D	\$ 37.86	2,701	D
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Common Stock, par value \$0.01 per share	04/10/2007	S	1,000	D	\$ 37.87	1,701	D
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Common Stock, par value \$0.01 per share	04/10/2007	S	300	D	\$ 37.87	1,401	D
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Common Stock, par value \$0.01 per share	04/10/2007	S	1,300	D	\$ 37.87	101	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)
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	Code	V	(A)	(D)	Date	Expiration	Title	Amount
					Exercisable	Date		or Number of Shares
Employee Stock Option (right to buy)	\$ 9.304		04/10/2007				Common Stock, par value \$0.01 per share	15,000
	M			15,000	(1)	10/28/2008		

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/ Katherine Stephens, by Power of Attorney 04/12/2007

**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.