

VeriFone Holdings, Inc.  
 Form 4  
 December 21, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**ROCHE COLLIN E**

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**12/19/2006**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

(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	12/19/2006		S		2,773,042	D	\$ 35.78
							15,213,750.95
						I	
							See (1) (2) (3) (4)
Common Stock, par value \$0.01 per share	12/19/2006		S		201,571	D	\$ 35.78
							1,105,877.1
						I	
							See (1) (2) (3) (5)
Common Stock, par value	12/19/2006		S		25,387	D	\$ 35.78
							139,283.52
						I	
							See (1) (2) (3) (6)

\$0.01 per share

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE COLLIN E	X	X		

## Signatures

/s/ Steven S. Hall under a Power of Attorney filed as Exhibit 99.1 to the Form 4 filed on September 26, 2005

12/20/2006

\_\_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).

- The Reporting Person expressly disclaims beneficial ownership of the shares reported in Tables I and II, except to the extent of his
- (1) pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
  - (2) The beneficial ownership information does not include shares held by other stockholders subject to the Stockholders Agreement, dated as of July 1, 2002, by and among VeriFone Holdings, Inc., GTCR Fund VII, L.P., GTCR Co-Invest, L.P., GTCR Capital Partners, L.P.,

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TCW/Crescent Mezzanine Partners III, L.P., TCW/Crescent Mezzanine Trust III, TCW/Crescent Mezzanine Partners III Netherlands, L.P. and TCW Leveraged Income Trust VI, L.P., VF Holding Corp. and the executives party thereto (the "Stockholders Agreement"). Subject to specified conditions, the Stockholders Agreement requires the stockholders who are parties to it to consent to any sale of the Issuer to a non-affiliate of GTCR if the sale is approved by the holders of a majority of the shares subject to the agreement.

This provision generally applies to any set of transactions that results in the acquisition, by a person or group of related persons, of substantially all of the assets of the Issuer or of an amount of the Issuer's stock with sufficient voting power to elect a majority of the

- (3) Issuer's directors. The Reporting Person expressly disclaims beneficial ownership of such shares held by other stockholders subject to the Stockholders Agreement. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

- (4) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of these shares of Common Stock. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be the beneficial owners of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and a member of GTCR Partners VII, and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

- (5) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of these shares of Common Stock. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

- (6) GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of these shares of Common Stock. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be the beneficial owner of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

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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