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Form 4	lliam George									
February 14, FORM		STATES		ATTIES A			NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement of Statement of Statement of Statement of Statement of Section 17(a) of the Pu 30(h) of				SECUR 6(a) of the	Expires: January 20 Estimated average burden hours per response					
(Print or Type F	Responses)									
	ddress of Reporting F illiam George		Symbol	Name and		Tradii	ng	5. Relationship of Issuer		
	(First) (M HOLDINGS, GATEWAY PLA	liddle) CE,		Earliest Tra ay/Year)				Director X Officer (give below)		Owner er (specify
SAN JOSE,	(Street) CA 95110			ndment, Da th/Day/Year)	-	I		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting Pe	rson
(City)		Zip)	Tabl	e I - Non-D	erivative	Secur	ities Aca	Person uired, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	ned 1 Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi n(A) or Di (Instr. 3,	ties A spose	cquired d of (D)	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
Common Stock, par value \$0.01 per share	02/12/2007			S <u>(1)</u>	400	D	\$ 40.83	139,681	D	
Common Stock, par value \$0.01 per share	02/12/2007			S <u>(1)</u>	200	D	\$ 41.02	139,481	D	
Common Stock, par value \$0.01	02/12/2007			S <u>(1)</u>	300	D	\$ 41.03	139,181	D	

per share

per snare							
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	100	D	\$ 41.06	139,081	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	200	D	\$ 41.07	138,881	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	200	D	\$ 41.08	138,681	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	200	D	\$ 41.1	138,481	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	200	D	\$ 41.11	138,281	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	200	D	\$ 41.12	138,081	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	300	D	\$ 41.14	137,781	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	2,200	D	\$ 41.15	135,581	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	2,600	D	\$ 41.16	132,981	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	100	D	\$ 41.17	132,881	D
Common Stock, par value \$0.01 per share	02/12/2007	S <u>(1)</u>	900	D	\$ 41.17	131,981	D

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Common								
Stock, par value \$0.01	02/12/2007	S (1)	1 900	D	\$	130,081	D	
value \$0.01	02/12/2007	<u>5</u>	1,700	υ	41.18	150,001	D	
per share								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B I I I I I I I I I I I I I I I I I I	Director	10% Owner	Officer	Other				
Atkinson William George VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			EVP, Payment Systems					
Signatures								
/s/ Janelle Del Rosso, by Power of Attorney		02/13/2007						
**Signature of Reporting Person		Date						
Explanation of Pachan	0001							

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. Atkinson 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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