

Bergeron Douglas
Form 4
January 05, 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 *
Bergeron Douglas

(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)
01/03/2006

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)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.01 per share | 01/03/2006 | | S ⁽¹⁾ | 5,700 | D | \$ 25.0105 | 491,134 | I | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | | S ⁽¹⁾ | 4,000 | D | \$ 25.1245 | 487,134 | I | By DGB Investments, Inc. ⁽²⁾ |
| | 01/03/2006 | | S ⁽¹⁾ | 2,900 | D | | 484,234 | I | |

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|--|------------|------------------|-------|---|------------|---------|---|--|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 25.1324 | | | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,900 | D | \$ 25.1617 | 481,334 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 3,900 | D | \$ 25.2926 | 477,434 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 3,700 | D | \$ 25.3062 | 473,734 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,700 | D | \$ 25.4289 | 471,034 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,800 | D | \$ 25.4354 | 468,234 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 4,900 | D | \$ 25.441 | 463,334 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 1,900 | D | \$ 25.45 | 461,434 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 4,700 | D | \$ 25.4502 | 456,734 | I | | By DGB Investments, Inc. ⁽²⁾ |
| | 01/03/2006 | S ⁽¹⁾ | 4,600 | D | | 452,134 | I | | |

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|--|------------|------------------|-------|---|------------|---------|---|--|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 25.4528 | | | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,400 | D | \$ 25.4529 | 449,734 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 4,600 | D | \$ 25.4693 | 445,134 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,800 | D | \$ 25.4811 | 442,334 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 7,300 | D | \$ 25.4874 | 435,034 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,700 | D | \$ 25.4889 | 432,334 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 3,900 | D | \$ 25.4897 | 428,434 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 4,500 | D | \$ 25.4967 | 423,934 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 3,400 | D | \$ 25.5021 | 420,534 | I | | By DGB Investments, Inc. ⁽²⁾ |
| | 01/03/2006 | S ⁽¹⁾ | 2,700 | D | | 417,834 | I | | |

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|--|------------|------------------|-------|---|------------|-----------|---|--|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 25.5063 | | | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,500 | D | \$ 25.5104 | 415,334 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 3,400 | D | \$ 25.5162 | 411,934 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 3,800 | D | \$ 25.5166 | 408,134 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,500 | D | \$ 25.5568 | 405,634 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 2,400 | D | \$ 25.5729 | 403,234 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/03/2006 | S ⁽¹⁾ | 6,400 | D | \$ 25.7227 | 396,834 | I | | By DGB Investments, Inc. ⁽²⁾ |
| Common Stock, par value \$0.01 per share | | | | | | 2,749,983 | I | | By Family Trusts ⁽³⁾ |
| Common Stock, par value \$0.01 per share | | | | | | 1,500,000 | I | | By Family Trust ⁽⁴⁾ |

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16 or for any other purpose.

- (4) These securities are held in a trust for the benefit of members of the reporting person's family. The reporting person's spouse is a trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

Exhibit 24. Power of Attorney

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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