Bergeron Douglas Form 4 June 05, 2006

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bergeron Douglas Issuer Symbol VeriFone Holdings, Inc. [PAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title C/O VERIFONE HOLDINGS. 06/01/2006 below) INC., 2099 GATEWAY PLACE, Chairman and Chief Ex. Officer SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SAN JOSE, CA 95110

(State)

(Zip)

(City)

Form filed by More than One Reporting

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of		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)
Common Stock, par value \$0.01 per share	06/01/2006		S <u>(1)</u>	1,400	D	\$ 31.6	4,248,583	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006		S <u>(1)</u>	2,400	D	\$ 31.6904	4,246,183	I	By Family Trusts (2)
	06/01/2006		S <u>(1)</u>	4,600	D		4,241,583	I	

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Common Stock, par value \$0.01 per share					\$ 31.7574			By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	2,300	D	\$ 31.773	4,239,283	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,400	D	\$ 31.8086	4,237,883	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	4,000	D	\$ 31.809	4,233,883	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,900	D	\$ 31.8137	4,231,983	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,500	D	\$ 31.814	4,230,483	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,400	D	\$ 31.8207	4,229,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	3,200	D	\$ 31.8388	4,225,883	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	600	D	\$ 31.85	4,225,283	I	By Family Trusts (2)
	06/01/2006	S(1)	5,300	D		4,219,983	I	

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Common Stock, par value \$0.01 per share					\$ 31.8504			By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,900	D	\$ 31.8516	4,218,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	1,100	D	\$ 31.8536	4,216,983	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,200	D	\$ 31.855	4,215,783	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,300	D	\$ 31.8623	4,214,483	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	2,200	D	\$ 31.87	4,212,283	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	1,400	D	\$ 31.8786	4,210,883	I	By Family Trusts (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secur

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code V	V	(A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bergeron Douglas C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

X

Chairman and Chief Ex. Officer

Relationships

Bene Own Follo Repo Trans (Instr

Shares

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

06/05/2006

**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).
- (1) The sale was effected pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.
- These securities are held in trusts for the benefit of members of the reporting person's family. The reporting person and/or the reporting person's spouse is a trustee of each of such trusts. 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 the purposes of Section 16 or for any other purpose.

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.

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