VeriFone Holdings, Inc. Form 4

October 04, 2006

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

Expires: Estimated average

OMB

Number:

OMB APPROVAL

3235-0287

January 31,

2005

0.5

burden hours per response...

Form 5 obligations may continue.

See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * Bergeron Douglas

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) VeriFone Holdings, Inc. [PAY]

(Check all applicable)

C/O VERIFONE HOLDINGS.

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

10/02/2006

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) Chairman and CEO

INC., 2099 GATEWAY PLACE, SUITE 600

(State)

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN JOSE, CA 95110

(City)

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or	` '	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	10/02/2006		S <u>(1)</u>	200	D	\$ 28.165	3,898,383	I	By Family Trusts (2)	
Common Stock, par value \$0.01 per share	10/02/2006		S <u>(1)</u>	700	D	\$ 28.17	3,897,683	I	By Family Trusts (2)	
	10/02/2006		S(1)	1,400	D	\$ 28.18	3,896,283	I		

Edgar Filing: VeriFone Holdings, Inc. - Form 4

Common Stock, par value \$0.01 per share								By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	700	D	\$ 28.19	3,895,583	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S(1)	500	D	\$ 28.2	3,895,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S(1)	800	D	\$ 28.21	3,894,283	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	200	D	\$ 28.22	3,894,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	200	D	\$ 28.23	3,893,883	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	200	D	\$ 28.24	3,893,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	600	D	\$ 28.2533	3,893,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	400	D	\$ 28.26	3,892,683	I	By Family Trusts (2)
	10/02/2006	S(1)	500	D	\$ 28.306	3,892,183	I	

Edgar Filing: VeriFone Holdings, Inc. - Form 4

Common Stock, par value \$0.01 per share								By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	400	D	\$ 28.3775	3,891,783	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S(1)	400	D	\$ 28.39	3,891,383	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	3,200	D	\$ 28.4003	3,888,183	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	200	D	\$ 28.41	3,887,983	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S(1)	100	D	\$ 28.43	3,887,883	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	10/02/2006	S <u>(1)</u>	400	D	\$ 28.45	3,887,483	I	By Family Trusts (2)

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

SEC 1474 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.

(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	Transact	ionNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

Edgar Filing: VeriFone Holdings, Inc. - Form 4

Bene Own Follo Repo Trans (Instr

Shares

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

Deletionships

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
Bergeron Douglas C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	X		Chairman and CEO			

Signatures

/s/ Janelle Del Rosso, by Power of Attorney 10/04/2006

**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.

Reporting Owners 4