

Bergeron Douglas
Form 4
August 11, 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)

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)
08/09/2006

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 Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.01 per share | 08/09/2006 | | S ⁽¹⁾ | 2,100 | D | \$ 23.19 | \$ 4,055,683 | I | By Family Trusts ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/09/2006 | | S ⁽¹⁾ | 2,400 | D | \$ 23.1904 | \$ 4,053,283 | I | By Family Trusts ⁽²⁾ |
| Common Stock, par | 08/09/2006 | | S ⁽¹⁾ | 2,600 | D | \$ 23.2496 | \$ 4,050,683 | I | By Family |

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| | | | | | | | | | |
|--|------------|------------------|-------|---|---------------|--------------|---|--|---------------------------------------|
| value \$0.01 per share | | | | | | | | | Trusts ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/09/2006 | S ⁽¹⁾ | 3,000 | D | \$ 23.428 | \$ 4,047,683 | I | | By Family Trusts ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/09/2006 | S ⁽¹⁾ | 3,700 | D | \$ 23.5722 | \$ 4,043,983 | I | | By Family Trusts ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/09/2006 | S ⁽¹⁾ | 2,300 | D | \$ 23.6122 | \$ 4,041,683 | I | | By Family Trusts ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/09/2006 | S ⁽¹⁾ | 3,100 | D | \$ 23.6158 | \$ 4,038,583 | I | | By Family Trusts ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/09/2006 | S ⁽¹⁾ | 3,000 | D | \$ 23.6327 | \$ 4,035,583 | 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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| | | | | | | |
|------|---|---------------------|--------------------|-------|--|--|
| | | | | | | Amount or Number of Shares |
| | | Date Exercisable | Expiration Date | Title | | |
| Code | V | (A) | (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bergeron Douglas 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110 | X | | Chairman and CEO | |

Signatures

| | |
|--|------------|
| /s/ Janelle Del Rosso, by Power of Attorney | 08/10/2006 |
| **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.