Bergeron Douglas Form 4 January 05, 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**

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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Number:

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Bergeron Douglas

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

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

(Check all applicable)

C/O VERIFONE HOLDINGS. INC., 2099 GATEWAY PLACE, 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006

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

Chairman and CEO

SUITE 600

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) Filed(Month/Day/Year)

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

SAN JOSE, CA 95110

(City)	(State)	(Zip) 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)	Code (Instr. 8)	4. Securities Acquired (A) DOWN Disposed of (D) (Instr. 3, 4 and 5) (A) Or Amount (D) Price			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	01/03/2006		S <u>(1)</u>	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 <u>(1)</u>	4,000	D	\$ 25.1245	487,134	I	By DGB Investments, Inc. (2)	
	01/03/2006		S(1)	2,900	D		484,234	I		

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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	4,700	D	\$ 25.4502	456,734	I	By DGB Investments, Inc. (2)
	01/03/2006	S(1)	4,600	D		452,134	I	

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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	3,400	D	\$ 25.5021	420,534	I	By DGB Investments, Inc. (2)
	01/03/2006	S(1)	2,700	D		417,834	I	

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 <u>(1)</u>	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 <u>(1)</u>	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)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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 Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Expiration Exercisable Date	Expiration	Title Number		
							Date			
					(4) (5)				of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bergeron Douglas

C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 X Chairman and CEO

SAN JOSE, CA 95110

Signatures

/s/ Douglas G.
Bergeron 01/04/2006

**Signature of Reporting Date
Person

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 DGB Investments, Inc. pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or
- (2) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) These securities are held in trusts for the benefit of members of the reporting person's family. The reporting person 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 purposes of Section

Reporting Owners 5

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. 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.