Atkinson William George Form 4 January 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Name and Address of Report Atkinson William George	_	2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]	5. Relationship of Reporting Person(s) t Issuer				
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
C/O VERIFONE HOLD! INC., 2099 GATEWAY SUITE 600		(Month/Day/Year) 01/03/2006	Director 10% Owner X Officer (give title Other (specibelow) below) Exec VP, Global Mktg & Bus Dev				
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Chec Applicable Line)				
SAN JOSE, CA 95110			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	01/03/2006		S <u>(1)</u>	108	D	\$ 25.44	207,219	D	
Common Stock, par value \$0.01 per share	01/03/2006		S <u>(1)</u>	72	D	\$ 25.45	207,147	D	
Common Stock, par value \$0.01	01/03/2006		S <u>(1)</u>	121	D	\$ 25.46	207,026	D	

per share							
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	168	D	\$ 25.47	206,858	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	649	D	\$ 25.49	206,209	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	204	D	\$ 25.5	206,005	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	132	D	\$ 25.54	205,873	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	72	D	\$ 25.55	205,801	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	24	D	\$ 25.56	205,777	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	180	D	\$ 25.57	205,597	D
Common Stock, par value \$0.01 per share	01/03/2006	S(1)	108	D	\$ 25.58	205,489	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	132	D	\$ 25.6	205,357	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	156	D	\$ 25.77	205,201	D
Common Stock, par value \$0.01 per share	01/03/2006	S <u>(1)</u>	120	D	\$ 25.84	205,081	D

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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	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration ble Date	¹ Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Atkinson William George C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

Exec VP, Global Mktg & Bus Dev

Signatures

/s/ Jinwoo Choi, by power of attorney

01/04/2006

**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 by Mr. Atkinson pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

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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