Bergeron Douglas Form 4 February 03, 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**

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

3. Date of Earliest Transaction

(Month/Day/Year)

02/01/2006

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bergeron Douglas

> (Last) (First) (Middle)

C/O VERIFONE HOLDINGS. INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

VeriFone Holdings, Inc. [PAY] (Check all applicable)

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

Chairman & CEO

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN JOSE, CA 95110

| (City) | (State) | (Zip) Tal | ble I - Non | -Derivati | ve Sec | urities Acqu | ired, Disposed (| of, or Benefic | ially 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) | otor 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 | 02/01/2006 | | S <u>(1)</u> | 1,300 | D | \$ 25.1577 | 395,534 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | | S <u>(1)</u> | 2,000 | D | \$ 25.164 | 393,534 | I | By DGB Investments, Inc. (2) |
| | 02/01/2006 | | S(1) | 3,400 | D | | 390,134 | I | |

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| Common Stock, par value \$0.01 per share | | | | | \$ 25.3674 | | | By DGB Investments, Inc. (2) |
|--|------------|--------------|-------|---|---------------|---------|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 5,300 | D | \$ 25.3991 | 384,834 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S(1) | 3,900 | D | \$ 25.5618 | 380,934 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 5,100 | D | \$ 25.6184 | 375,834 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 4,800 | D | \$ 25.639 | 371,034 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 4,100 | D | \$ 25.6485 | 366,934 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S(1) | 3,100 | D | \$ 25.6487 | 363,834 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S(1) | 3,800 | D | \$ 25.7079 | 360,034 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 2,700 | D | \$ 25.7389 | 357,334 | I | By DGB Investments, Inc. (2) |
| | 02/01/2006 | S(1) | 3,900 | D | | 353,434 | I | |

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| Common Stock, par value \$0.01 per share | | | | | \$ 25.7523 | | | By DGB Investments, Inc. (2) |
|--|------------|--------------|-------|---|---------------|-----------|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 4,100 | D | \$ 25.7788 | 349,334 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 2,600 | D | \$ 25.7923 | 346,734 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 4,100 | D | \$ 25.8093 | 342,634 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | 02/01/2006 | S <u>(1)</u> | 3,300 | D | \$ 25.8694 | 339,334 | I | By DGB Investments, Inc. (2) |
| Common Stock, par value \$0.01 per share | | | | | | 4,249,983 | I | By Family Trusts (3) |

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 | Transactio | onNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | (Instr. 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | Follo |
| | • | | | | (A) or | | | | Repo |
| | | | | | Disposed | | | | Trans |
| | | | | | of (D) | | | | (Instr |
| | | | | | | | | | |

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(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

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

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

02/02/2006

Date

**Signature of Reporting 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 the purpose of Section 16 or for any other purpose.
- 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 purpose 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