

VeriFone Holdings, Inc.  
Form 4  
March 03, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Atkinson William George

(Last) (First) (Middle)

C/O VERIFONE HOLDINGS,  
INC., 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)  
03/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Exec VP, Global Mktg & Bus Dev

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
| Common Stock, par value \$0.01 per share | 03/01/2006                           |  | S <sup>(1)</sup>               | 20  | D   | \$ 26.93   | 196,192                           | D |
| Common Stock, par value \$0.01 per share | 03/01/2006                           |  | S <sup>(1)</sup>               | 39  | D   | \$ 26.94   | 196,153                           | D |
| Common Stock, par value \$0.01           | 03/01/2006                           |  | S <sup>(1)</sup>               | 117   | D   | \$ 27  | 196,036                           | D |

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|   |            |                        |     |   |             |         |   |
|---|------------|------------------------|-----|---|-------------|---------|---|
| per share   |            |                        |     |   |             |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 20  | D | \$<br>27.07 | 196,016 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 39  | D | \$<br>27.08 | 195,977 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 117 | D | \$<br>27.09 | 195,860 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 19  | D | \$ 27.1     | 195,841 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 136 | D | \$<br>27.23 | 195,705 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 136 | D | \$<br>27.41 | 195,569 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 58  | D | \$<br>27.43 | 195,511 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 19  | D | \$<br>27.44 | 195,492 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 59  | D | \$<br>27.49 | 195,433 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 137 | D | \$ 27.5     | 195,296 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S<sup>(1)</sup></u> | 39  | D | \$<br>27.57 | 195,257 | D |

|   |            |              |    |   |             |         |   |
|---|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S</u> (1) | 59 | D | \$<br>27.63 | 195,198 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S</u> (1) | 39 | D | \$<br>27.65 | 195,159 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2006 | <u>S</u> (1) | 78 | D | \$<br>27.66 | 195,081 | D |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

  

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|--|
|---------------------|--------------------|-------|--|

  

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

## 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

03/02/2006

\_\_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.  
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