

Bergeron Douglas
Form 4
January 05, 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)

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)
01/03/2006

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.01 per share	01/03/2006		S ⁽¹⁾	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 ⁽¹⁾	4,000	D	\$ 25.1245	487,134	I	By DGB Investments, Inc. ⁽²⁾
	01/03/2006		S ⁽¹⁾	2,900	D		484,234	I	

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Common Stock, par value \$0.01 per share					\$ 25.1324				By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	2,900	D	\$ 25.1617	481,334	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	3,900	D	\$ 25.2926	477,434	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	3,700	D	\$ 25.3062	473,734	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	2,700	D	\$ 25.4289	471,034	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	2,800	D	\$ 25.4354	468,234	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	4,900	D	\$ 25.441	463,334	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	1,900	D	\$ 25.45	461,434	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S(1)</u>	4,700	D	\$ 25.4502	456,734	I		By DGB Investments, Inc. <u>(2)</u>
	01/03/2006	<u>S(1)</u>	4,600	D		452,134	I		

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

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Common Stock, par value \$0.01 per share					\$ 25.5063				By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> ⁽¹⁾	2,500	D	\$ 25.5104	415,334	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> ⁽¹⁾	3,400	D	\$ 25.5162	411,934	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> ⁽¹⁾	3,800	D	\$ 25.5166	408,134	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> ⁽¹⁾	2,500	D	\$ 25.5568	405,634	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> ⁽¹⁾	2,400	D	\$ 25.5729	403,234	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	01/03/2006	<u>S</u> ⁽¹⁾	6,400	D	\$ 25.7227	396,834	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share						2,749,983	I		By Family Trusts <u>(3)</u>
Common Stock, par value \$0.01 per share						1,500,000	I		By Family Trust <u>(4)</u>

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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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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. Number of Derivative Securities Owned Beneficially (Instr. 6, 7, and 9).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Bergeron Douglas, C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600, SAN JOSE, CA 95110, Chairman and CEO.

Signatures

/s/ Douglas G. Bergeron, 01/04/2006. Legend: **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 DGB Investments, Inc. pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.
(2) 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 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

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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.

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