

Bergeron Douglas
Form 4
February 03, 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)
02/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & 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) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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. <u>(2)</u>
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. <u>(2)</u>
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. <u>(2)</u>
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. <u>(2)</u>
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. <u>(2)</u>
Common Stock, par value \$0.01 per share						4,249,983	I		By Family Trusts <u>(3)</u>

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

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

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)	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. Nu
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(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares
				Exercisable	Date		

Reporting Owners

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

Signatures

/s/ Janelle Del Rosso, by Power of Attorney 02/02/2006

____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 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.
- (3) 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.