

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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**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 <sup>(1)</sup>	1,300 D \$ 25.1577	395,534	I	By DGB Investments, Inc. <sup>(2)</sup>
Common Stock, par value \$0.01 per share	02/01/2006		S <sup>(1)</sup>	2,000 D \$ 25.164	393,534	I	By DGB Investments, Inc. <sup>(2)</sup>
	02/01/2006		S <sup>(1)</sup>	3,400 D	390,134	I	

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