

VeriFone Holdings, Inc.  
Form 4  
December 13, 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)

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)  
12/11/2006

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.01 per share	12/11/2006		S <sup>(1)</sup>	800	D	\$ 36.2888	3,524,083	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006		S <sup>(1)</sup>	700	D	\$ 36.29	3,523,383	I	By Family Trusts <sup>(2)</sup>
	12/11/2006		S <sup>(1)</sup>	1,100	D	\$ 36.3	3,522,283	I	

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Common Stock, par value \$0.01 per share								By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	200	D	\$ 36.3035	3,522,083	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	400	D	\$ 36.305	3,521,683	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	900	D	\$ 36.31	3,520,783	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	200	D	\$ 36.32	3,520,583	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	300	D	\$ 36.3367	3,520,283	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	1,100	D	\$ 36.34	3,519,183	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	900	D	\$ 36.3589	3,518,283	I	By Family Trusts <u>(2)</u>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S(1)</u>	400	D	\$ 36.36	3,517,883	I	By Family Trusts <u>(2)</u>
	12/11/2006	<u>S(1)</u>	300	D		3,517,583	I	

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Common Stock, par value \$0.01 per share					\$ 36.3633			By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	1,000	D	\$ 36.37	3,516,583	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	400	D	\$ 36.39	3,516,183	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	700	D	\$ 36.4	3,515,483	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	700	D	\$ 36.41	3,514,783	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	300	D	\$ 36.42	3,514,483	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	300	D	\$ 36.4233	3,514,183	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 36.43	3,513,983	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/11/2006	<u>S<sup>(1)</sup></u>	900	D	\$ 36.44	3,513,083	I	By Family Trusts <sup>(2)</sup>
	12/11/2006	<u>S<sup>(1)</sup></u>	500	D	\$ 36.5	3,512,583	I	



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- (2) 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 purposes 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.

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