Bergeron Douglas Form 4 March 03, 2006

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Bergeron Douglas

> (First) (Middle)

C/O VERIFONE HOLDINGS. INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

SAN JOSE, CA 95110

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tal	ole I - Non	-Derivativ	e Secu	rities Aco	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3, 4)	sposed 4 and : (A) or	of (D)	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)
Common Stock, par value \$0.01 per share	03/01/2006		S <u>(1)</u>	900	D	\$ 26.77	298,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006		S <u>(1)</u>	600	D	\$ 26.78	297,534	I	By DGB Investments, Inc. (2)
	03/01/2006		S(1)	1,100	D		296,434	I	

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Common Stock, par value \$0.01 per share					\$ 26.79			By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	1,100	D	\$ 26.8	295,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S(1)	100	D	\$ 26.85	295,234	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	200	D	\$ 26.86	295,034	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	5,600	D	\$ 26.87	289,434	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	1,100	D	\$ 26.88	288,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S(1)	1,800	D	\$ 26.89	286,534	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S(1)	6,800	D	\$ 26.9	279,734	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	3,300	D	\$ 26.91	276,434	I	By DGB Investments, Inc. (2)
	03/01/2006	S(1)	5,100	D		271,334	I	

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Common Stock, par value \$0.01 per share					\$ 26.92			By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	200	D	\$ 26.93	271,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S(1)	1,800	D	\$ 26.95	269,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	5,000	D	\$ 26.96	264,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	03/01/2006	S <u>(1)</u>	25,000	D	\$ 27	239,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share						4,249,983	I	By Family Trusts (3)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
	-				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

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

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

03/02/2006

Date

**Signature of Reporting Person

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 purposes of Section 16 or for any other purpose.
- 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. 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.

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