

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-01**
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ISSUER

VeriFone Holdings, Inc.

CIK: **1312073** | IRS No.: **043692546** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **3578** Calculating & accounting machines (no electronic computers)

Mailing Address
2099 GATEWAY PLACE
SUITE 600
SAN JOSE CA 95110

Business Address
2099 GATEWAY PLACE
SUITE 600
SAN JOSE CA 95110
(408) 232-7800

REPORTING OWNER

Atkinson William George

CIK: **1323189**
Type: **4** | Act: **34** | File No.: **001-32465** | Film No.: **061003349**

Mailing Address
2099 GATEWAY PLACE,
SUITE 600
SAN JOSE CA 95110

Business Address
408-232-7800

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Atkinson William George			2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Exec VP Global Mktg. & Bus Dev		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2006					
C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) SAN JOSE, CA 95110								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		65	D	\$26.44	175,016	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		22	D	\$26.46	174,994	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		86	D	\$26.49	174,908	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		205	D	\$26.5	174,703	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		97	D	\$26.51	174,606	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		237	D	\$26.53	174,369	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		291	D	\$26.54	174,078	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		11	D	\$26.55	174,067	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		11	D	\$26.56	174,056	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		151	D	\$26.58	173,905	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		108	D	\$26.59	173,797	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		43	D	\$26.6	173,754	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		11	D	\$26.61	173,743	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		43	D	\$26.62	173,700	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> (1)		194	D	\$26.65	173,506	D	

Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	54	D	\$26.67	173,452	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	140	D	\$26.69	173,312	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	11	D	\$26.7	173,301	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	97	D	\$26.76	173,204	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	86	D	\$26.77	173,118	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	54	D	\$26.79	173,064	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	291	D	\$26.81	172,773	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	21	D	\$26.82	172,752	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	74	D	\$27.08	172,678	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	140	D	\$27.09	172,538	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	313	D	\$27.1	172,225	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	65	D	\$27.11	172,160	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	11	D	\$27.12	172,149	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	43	D	\$27.13	172,106	D	
Common Stock, par value \$0.01 per share	08/01/2006		<u>S</u> ⁽¹⁾	11	D	\$27.14	172,095	D	

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The sale was effected by Mr. Atkinson pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

** Signature of Reporting Person

08/03/2006

Date

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

* 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).

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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