

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
SEC Accession No. **0001104659-06-000726**

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REPORTING OWNER

Bergeron Douglas

CIK: **1298718**

Type: **4** | Act: **34** | File No.: **001-32465** | Film No.: **06514384**

Mailing Address

*111 W. OCEAN BOULEVARD
LONG BEACH CA 90802*

Business Address

562 624 5283

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*

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

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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 Bergeron Douglas			2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
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	01/03/2006		S	(1)	5,700	D	\$25.0105	491,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		S	(1)	4,000	D	\$25.1245	487,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		S	(1)	2,900	D	\$25.1324	484,234	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		S	(1)	2,900	D	\$25.1617	481,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		S	(1)	3,900	D	\$25.2926	477,434	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		S	(1)	3,700	D	\$25.3062	473,734	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		S	(1)	2,700	D	\$25.4289	471,034	I	By DGB Investments, Inc. (2)

Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,800	D	\$25.4354	468,234	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	4,900	D	\$25.441	463,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	1,900	D	\$25.45	461,434	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	4,700	D	\$25.4502	456,734	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	4,600	D	\$25.4528	452,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,400	D	\$25.4529	449,734	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	4,600	D	\$25.4693	445,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,800	D	\$25.4811	442,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	7,300	D	\$25.4874	435,034	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,700	D	\$25.4889	432,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	3,900	D	\$25.4897	428,434	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	4,500	D	\$25.4967	423,934	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	3,400	D	\$25.5021	420,534	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,700	D	\$25.5063	417,834	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,500	D	\$25.5104	415,334	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	3,400	D	\$25.5162	411,934	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	3,800	D	\$25.5166	408,134	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> (1)	2,500	D	\$25.5568	405,634	I	By DGB Investments, Inc. (2)

Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> ⁽¹⁾		2,400	D	\$25.5729	403,234	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share	01/03/2006		<u>S</u> ⁽¹⁾		6,400	D	\$25.7227	396,834	I	By DGB Investments, Inc. (2)
Common Stock, par value \$0.01 per share								2,749,983	I	By Family Trusts (3)
Common Stock, par value \$0.01 per share								1,500,000	I	By Family Trust (4)

**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) (Instr. 3, 4, and 5)		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 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 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 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 purposes of Section 16 or for any other purpose.
- These securities are held in a trust for the benefit of members of the reporting person's family. The reporting person's spouse is a trustee of the trust. 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 purposes of Section 16 or for any other purpose.

Remarks:

Exhibit 24. Power of Attorney

Signatures

/s/ Douglas G. Bergeron
** Signature of Reporting Person

01/04/2006
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Barry Zwarenstein, Dawn LaPlante, Janelle Del Rosso, Scott D. Miller and Vikram Varma, signing singly, the undersigned' s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned' s capacity as an officer, director and/or owner of more than 10% of any class of equity security of VeriFone Holdings, Inc. (the "Company"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact' s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact' s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned' s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned' s holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of January, 2006.

Signature: /s/ Douglas G. Bergeron

Name: Douglas G. Bergeron