

Bergeron Douglas  
Form 4  
June 05, 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)  
06/01/2006

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 and Chief Ex. Officer

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	06/01/2006		S <sup>(1)</sup>	1,400	D	\$ 31.6	4,248,583	I	By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006		S <sup>(1)</sup>	2,400	D	\$ 31.6904	4,246,183	I	By Family Trusts <sup>(2)</sup>
	06/01/2006		S <sup>(1)</sup>	4,600	D		4,241,583	I	

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Common Stock, par value \$0.01 per share					\$ 31.7574				By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	2,300	D	\$ 31.773	4,239,283	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	1,400	D	\$ 31.8086	4,237,883	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	4,000	D	\$ 31.809	4,233,883	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	1,900	D	\$ 31.8137	4,231,983	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	1,500	D	\$ 31.814	4,230,483	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	1,400	D	\$ 31.8207	4,229,083	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	3,200	D	\$ 31.8388	4,225,883	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	<u>S<sup>(1)</sup></u>	600	D	\$ 31.85	4,225,283	I		By Family Trusts <sup>(2)</sup>
	06/01/2006	<u>S<sup>(1)</sup></u>	5,300	D		4,219,983	I		

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Common Stock, par value \$0.01 per share						\$ 31.8504				By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	S <sup>(1)</sup>	1,900	D		\$ 31.8516	4,218,083	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	S <sup>(1)</sup>	1,100	D		\$ 31.8536	4,216,983	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	S <sup>(1)</sup>	1,200	D		\$ 31.855	4,215,783	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	S <sup>(1)</sup>	1,300	D		\$ 31.8623	4,214,483	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	S <sup>(1)</sup>	2,200	D		\$ 31.87	4,212,283	I		By Family Trusts <sup>(2)</sup>
Common Stock, par value \$0.01 per share	06/01/2006	S <sup>(1)</sup>	1,400	D		\$ 31.8786	4,210,883	I		By Family Trusts <sup>(2)</sup>

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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