

VeriFone Holdings, Inc.
Form 4/A
September 27, 2006

FORM 4

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

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

**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

OMB APPROVAL

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(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)
07/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/06/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman & 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)
Common Stock, par value \$0.01 per share	07/03/2006		S ⁽¹⁾	10,700 D \$ 30	4,089,283	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006		S ⁽¹⁾	800 D \$ 30.01	4,088,483	I	By Family Trusts ⁽²⁾
	07/03/2006		S ⁽¹⁾	8,600 D	4,079,883	I	

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Common Stock, par value \$0.01 per share					\$ 30.0137			By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	300	D	\$ 30.02	4,079,583	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	400	D	\$ 30.04	4,079,183	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	200	D	\$ 30.05	4,078,983	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	4,000	D	\$ 30.0513	4,074,983	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	1,000 ⁽³⁾	D	\$ 30.06	4,073,983	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	2,500	D	\$ 30.07	4,071,483	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	800	D	\$ 30.08	4,070,683	I	By Family Trusts ⁽²⁾
Common Stock, par value \$0.01 per share	07/03/2006	<u>S⁽¹⁾</u>	200	D	\$ 30.09	4,070,483	I	By Family Trusts ⁽²⁾
	07/03/2006	<u>S⁽¹⁾</u>	5,300	D	\$ 30.1	4,065,183	I	

Common
Stock, par
value
\$0.01 per
share

By
Family
Trusts ⁽²⁾

Common
Stock, par
value 07/03/2006
\$0.01 per
share

S⁽¹⁾ 7,400 D \$ 30.1853 4,057,783 I

By
Family
Trusts ⁽²⁾

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Janelle Del Rosso, by Power of
Attorney 09/27/2006

 **Signature of Reporting Person

Date

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 pursuant to a Rule 10b5-1 sales plan effective as of September 30, 2005.

(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.

(3) The reporting person previously filed a Form 4 reporting a sale of 3,000 shares of common stock at \$30.06 per share in this cell. The reporting person actually sold 1,000 shares of common stock at \$30.06 per share. The sale was correctly noted in column 5 of the Form 4 that was previously filed.

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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