VeriFone Holdings, Inc. Form 4 November 03, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

2005 Estimated average

burden hours per response... 0.5

Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

**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

See Instruction 1(b).

obligations

may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person ** Bergeron Douglas			2. Issuer Name <b>and</b> Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600			(Month/Day/Year) 11/01/2006	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chariman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN JOSE, C	A 95110		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table Table	e I - Non-D	erivative Securities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
						(T 4)	CT 45

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	11/01/2006		S(1)	200	D	\$ 29.95	3,819,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006		S <u>(1)</u>	200	D	\$ 29.96	3,819,483	I	By Family Trusts (2)
Common Stock, par value \$0.01	11/01/2006		S <u>(1)</u>	6,900	D	\$ 30	3,812,583	I	By Family Trusts (2)

per share								
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	100	D	\$ 30.02	3,812,483	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	2,400	D	\$ 30.03	3,810,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	800	D	\$ 30.04	3,809,283	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	5,800	D	\$ 30.05	3,803,483	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	800	D	\$ 30.06	3,802,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	6,100	D	\$ 30.07	3,796,583	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	5,900	D	\$ 30.08	3,790,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	1,000	D	\$ 30.09	3,789,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	4,200	D	\$ 30.1	3,785,483	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	5,400	D	\$ 30.11	3,780,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	9,100	D	\$ 30.12	3,770,983	I	By Family Trusts (2)

Edgar Filing: VeriFone Holdings, Inc. - Form 4

Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	3,800	D	\$ 30.13	3,767,183	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	2,100	D	\$ 30.14	3,765,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S(1)	300	D	\$ 30.15	3,764,783	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	100	D	\$ 30.16	3,764,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	800	D	\$ 30.17	3,763,883	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	500	D	\$ 30.18	3,763,383	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	300	D	\$ 30.25	3,763,083	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	100	D	\$ 30.27	3,762,983	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	300	D	\$ 30.29	3,762,683	I	By Family Trusts (2)
Common Stock, par value \$0.01 per share	11/01/2006	S <u>(1)</u>	200	D	\$ 30.3	3,762,483	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.

SEC 1474

(9-02)

### Edgar Filing: VeriFone Holdings, Inc. - Form 4

#### 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 Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

### **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		Chariman and CEO				

## **Signatures**

/s/ Janelle Del Rosso, by Power of 11/03/2006 Attorney

> \*\*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.

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.

Reporting Owners 4