

VeriFone Holdings, Inc.  
 Form 4  
 May 02, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(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)  
 03/22/2006

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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	05/01/2006		S <sup>(1)</sup>	100 D \$ 30.56	98,634	I	By DGB Investments, Inc. <sup>(2)</sup>
Common Stock, par value \$0.01 per share	05/01/2006		S <sup>(1)</sup>	200 D \$ 30.58	98,434	I	By DGB Investments, Inc. <sup>(2)</sup>
	05/01/2006		S <sup>(1)</sup>	3,100 D	95,334	I	

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Common Stock, par value \$0.01 per share					\$ 30.6516				By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	1,500	D	\$ 30.832	93,834		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	200	D	\$ 30.85	93,634		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	3,200	D	\$ 30.895	90,434		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	900	D	\$ 30.9	89,534		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	2,200	D	\$ 30.9086	87,334		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	2,000	D	\$ 30.9135	85,334		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	4,300	D	\$ 30.9163	81,034		I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S(1)</u>	100	D	\$ 30.92	80,934		I	By DGB Investments, Inc. <u>(2)</u>
	05/01/2006	<u>S(1)</u>	2,700	D	\$ 30.923	78,234		I	

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Common Stock, par value \$0.01 per share								By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	500	D	\$ 30.93	77,734	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 30.94	77,634	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	3,000	D	\$ 30.9453	74,634	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	24,600	D	\$ 30.95	50,034	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	1,700	D	\$ 30.9635	48,334	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	800	D	\$ 30.98	47,534	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	2,600	D	\$ 30.99	44,934	I	By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S<sup>(1)</sup></u>	18,800	D	\$ 31	26,134	I	By DGB Investments, Inc. <u>(2)</u>
	05/01/2006	<u>S<sup>(1)</sup></u>	1,534	D	\$ 31.01	24,600	I	

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Common Stock, par value \$0.01 per share									By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S</u> <sup>(1)</sup>	6,800	D	\$ 31.02	17,800	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S</u> <sup>(1)</sup>	3,400	D	\$ 31.03	14,400	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S</u> <sup>(1)</sup>	2,600	D	\$ 31.04	11,800	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S</u> <sup>(1)</sup>	700	D	\$ 31.05	11,100	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S</u> <sup>(1)</sup>	100	D	\$ 31.09	11,000	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share	05/01/2006	<u>S</u> <sup>(1)</sup>	11,000	D	\$ 31.15	0	I		By DGB Investments, Inc. <u>(2)</u>
Common Stock, par value \$0.01 per share						4,249,983	I		By Family Trusts <u>(3)</u>

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 28.86	03/22/2006		A	225,000	<u>(4)</u> 03/22/2013	Common Stock, par value \$0.01 per share 225,000
Restricted Stock Units	\$ 0 <u>(5)</u>	03/22/2006		A	40,000	<u>(6)</u> <u>(6)</u>	Common Stock, par value \$0.01 per share 40,000

## 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 and CEO	

## Signatures

/s/ Janelle Del Rosso, by Power of Attorney 05/01/2006

\_\_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 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

(2) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the 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 and/or the reporting

(3) 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.

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- (4) 25% of this stock option vests on March 22, 2007. An additional 6.25% of this stock option vests at the end of each subsequent three month period such that this stock option is fully vested on March 22, 2010.
- (5) 1-for-1 conversion.  
25% of these restricted stock units vest on March 22, 2007. An additional 6.25% of these restricted stock units vest at the end of each
- (6) subsequent three month period such that these restricted stock units are fully vested on March 22, 2010. Vested shares will be delivered to the reporting person reasonably promptly after each vesting date.

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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