

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)<br>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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 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</u> <sup>(1)</sup> | 18,800 | D | \$ 31      | 26,134 | I | By DGB Investments, Inc. <u>(2)</u> |
|                                          | 05/01/2006 | <u>S</u> <sup>(1)</sup> | 1,534  | D | \$ 31.01   | 24,600 | I |                                     |

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

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)

**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<br>C/O VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>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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