Atkinson William George Form 4 June 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Atkinson William George			2. Issuer Name Symbol	e and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
			VeriFone Ho	ldings, Inc. [PAY]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earlie	est Transaction	(Transfer of the same of					
	FONE HOLD GATEWAY		(Month/Day/Ye 06/01/2006	ar)	Director 10% Owner Officer (give title Other (specify below) Exec VP, Global Mktg & Bus Dev					
	(Street)		4. If Amendmen	t, Date Original	6. Individual or Joint/Group Filing(Check					
SAN JOSE	, CA 95110		Filed(Month/Day	/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Ac	equired, Disposed of, or Beneficially Owner					
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of 6. Ownership 7. Natur					

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Transaction(A) or I		rities Acquired Disposed of (D) , 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	06/01/2006		Code V S(1)	Amount 30		Price \$ 31.55	(Instr. 3 and 4) 185,051	D	
Common Stock, par value \$0.01 per share	06/01/2006		S(1)	29	D	\$ 31.56	185,022	D	
Common Stock, par value \$0.01	06/01/2006		S(1)	29	D	\$ 31.57	184,993	D	

per share							
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	29	D	\$ 31.6	184,964	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	191	D	\$ 31.65	184,773	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	147	D	\$ 31.68	184,626	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	74	D	\$ 31.7	184,552	D
Common Stock, par value \$0.01 per share	06/01/2006	<u>S(1)</u>	74	D	\$ 31.72	184,478	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	176	D	\$ 31.75	184,302	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	147	D	\$ 31.76	184,155	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	118	D	\$ 31.77	184,037	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	29	D	\$ 31.78	184,008	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	280	D	\$ 31.8	183,728	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	235	D	\$ 31.81	183,493	D

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Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	59	D	\$ 31.82	183,434	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	132	D	\$ 31.83	183,302	D
Common Stock, par value \$0.01 per share	06/01/2006	S(1)	294	D	\$ 31.84	183,008	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	265	D	\$ 31.85	182,743	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	221	D	\$ 31.86	182,522	D
Common Stock, par value \$0.01 per share	06/01/2006	S <u>(1)</u>	88	D	\$ 31.87	182,434	D

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 (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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Atkinson William George C/O VERIFONE HOLDINGS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

Exec VP, Global Mktg & Bus Dev

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

06/05/2006

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

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