VeriFone Holdings, Inc. Form 4 September 06, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Fobligations 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).

(City)

(State)

(Zip)

(Print or Type Responses)

| 1. Name and Ad Atkinson Wil | 1 | - | 2. Issuer Name and Ticker or Trading Symbol VeriFone Holdings, Inc. [PAY] | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|---|----------|--|--|--|--|--|--|
| (Last) (First) (Middle) C/O VERIFONE HOLDINGS, INC., 2099 GATEWAY PLACE, SUITE 600 | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | | |
| | | • | (Month/Day/Year) 09/01/2006 | Director 10% OwnerX_ Officer (give title Other (specibelow) below) Exec. VP, Global Mktg./Bus Dev | | | | |
| (Street) | | | 4. If Amendment, 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 | | | | |

| | Table I - Non- | Derivativ | ve Sec | curities | s Ac | quired, Di | sposed of, | or l | Beneficially Owned |
|---|----------------|-----------|--------|----------|------|------------|------------|------|--------------------|
| _ | _ | | | | | | | | |

| 1.Title of Security (Instr. 3) | | Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
|---|------------|---|--------------|---|------------------|-------------|--|--|--|--|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock, par value \$0.01 per share | 09/01/2006 | | S(1) | 294 | D | \$ 27.25 | 169,787 | D | | |
| Common Stock, par value \$0.01 per share | 09/01/2006 | | S <u>(1)</u> | 29 | D | \$ 27.3 | 169,758 | D | | |
| Common Stock, par value \$0.01 | 09/01/2006 | | S <u>(1)</u> | 265 | D | \$ 27.31 | 169,493 | D | | |

| per share | | | | | | | |
|---|------------|--------------|-----|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 162 | D | \$ 27.36 | 169,331 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 14 | D | \$ 27.43 | 169,317 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 29 | D | \$ 27.45 | 169,288 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 29 | D | \$ 27.49 | 169,259 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 108 | D | \$ 27.5 | 169,151 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 59 | D | \$ 27.52 | 169,092 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 191 | D | \$ 27.53 | 168,901 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 15 | D | \$ 27.54 | 168,886 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 25 | D | \$ 27.55 | 168,861 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 74 | D | \$ 27.58 | 168,787 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 353 | D | \$ 27.59 | 168,434 | D |

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| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 515 | D | \$ 27.6 | 167,919 | D |
|---|------------|--------------|-----|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 265 | D | \$ 27.61 | 167,654 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 294 | D | \$ 27.65 | 167,360 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 647 | D | \$ 27.75 | 166,713 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 103 | D | \$ 27.76 | 166,610 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S(1) | 59 | D | \$ 27.9 | 166,551 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 456 | D | \$ 27.95 | 166,095 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 132 | D | \$ 27.97 | 165,963 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 132 | D | \$ 27.99 | 165,831 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 456 | D | \$ 28 | 165,375 | D |
| Common Stock, par value \$0.01 per share | 09/01/2006 | S <u>(1)</u> | 294 | D | \$ 28.11 | 165,081 | D |

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(e.g., puts, calls, warrants, options, convertible securities)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercis | sable and | 7. Title | and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|-----------------------|------------|-----------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration Dat | e | Amoun | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Y | ear) | Underl | ying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | | | | or | |
| | | | | | | | Expiration | | Number | |
| | | | | | | Exercisable Date | Date | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

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

09/05/2006

**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 4