Bergeron Douglas
Form 4
June 05, 2006

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(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)
06/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and Chief Ex. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	06/01/2006		S (1)		1,400	D	$ 31.6	4,248,583	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S (1)		2,400	D	$ 31.6904	4,246,183	I	By Family Trusts (2)
	06/01/2006		S (1)		4,600	D		4,241,583	I	

Common Stock, par value $0.01 per share					$ 31.7574			By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	2,300	D	$ 31.773	4,239,283	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	1,400	D	$ 31.8086	4,237,883	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	4,000	D	$ 31.809	4,233,883	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	1,900	D	$ 31.8137	4,231,983	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	1,500	D	$ 31.814	4,230,483	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	1,400	D	$ 31.8207	4,229,083	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	3,200	D	$ 31.8388	4,225,883	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006	S(1)	600	D	$ 31.85	4,225,283	I	By Family Trusts (2)
	06/01/2006	S(1)	5,300	D		4,219,983	I	

Common Stock, par value $0.01 per share						$ 31.8504			By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S(1)	1,900	D	$ 31.8516	4,218,083	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S(1)	1,100	D	$ 31.8536	4,216,983	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S(1)	1,200	D	$ 31.855	4,215,783	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S(1)	1,300	D	$ 31.8623	4,214,483	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S(1)	2,200	D	$ 31.87	4,212,283	I	By Family Trusts (2)
Common Stock, par value $0.01 per share	06/01/2006		S(1)	1,400	D	$ 31.8786	4,210,883	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.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities (Instr. 3 and 4)		(Instr. 5)	Bene Owne Follo Repo Trans (Instr
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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 Chief Ex. Officer	

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

(2) 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.
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