

VeriFone Holdings, Inc.  
Form 4  
September 06, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Atkinson William George

(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)  
09/01/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Exec. VP, Global Mktg./Bus Dev

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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock, par value \$0.01 per share | 09/01/2006                           |                                                    | S <sup>(1)</sup>               |                                                                   | 294    | D \$ 27.25       | 169,787                                                                                       | D                                                        |                                   |
| Common Stock, par value \$0.01 per share | 09/01/2006                           |                                                    | S <sup>(1)</sup>               |                                                                   | 29     | D \$ 27.3        | 169,758                                                                                       | D                                                        |                                   |
| Common Stock, par value \$0.01           | 09/01/2006                           |                                                    | S <sup>(1)</sup>               |                                                                   | 265    | D \$ 27.31       | 169,493                                                                                       | D                                                        |                                   |

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per share

|                                                   |            |              |     |   |             |         |   |
|---------------------------------------------------|------------|--------------|-----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 162 | D | \$<br>27.36 | 169,331 | D |
|---------------------------------------------------|------------|--------------|-----|---|-------------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 14 | D | \$<br>27.43 | 169,317 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 29 | D | \$<br>27.45 | 169,288 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 29 | D | \$<br>27.49 | 169,259 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |     |   |         |         |   |
|---------------------------------------------------|------------|--------------|-----|---|---------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 108 | D | \$ 27.5 | 169,151 | D |
|---------------------------------------------------|------------|--------------|-----|---|---------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 59 | D | \$<br>27.52 | 169,092 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |     |   |             |         |   |
|---------------------------------------------------|------------|--------------|-----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 191 | D | \$<br>27.53 | 168,901 | D |
|---------------------------------------------------|------------|--------------|-----|---|-------------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 15 | D | \$<br>27.54 | 168,886 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 25 | D | \$<br>27.55 | 168,861 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |    |   |             |         |   |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 74 | D | \$<br>27.58 | 168,787 | D |
|---------------------------------------------------|------------|--------------|----|---|-------------|---------|---|

|                                                   |            |              |     |   |             |         |   |
|---------------------------------------------------|------------|--------------|-----|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/01/2006 | <u>S</u> (1) | 353 | D | \$<br>27.59 | 168,434 | D |
|---------------------------------------------------|------------|--------------|-----|---|-------------|---------|---|

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships                    |
|---------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                               | Director 10% Owner Officer Other |
| Atkinson William George<br>C/O VERIFONE HOLDINGS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>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.

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