

Atkinson William George
 Form 4
 February 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP, Global Mktg & Bus Dev

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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock, par value \$0.01 per share | 02/01/2006 | | S ⁽¹⁾ | 87 | D | \$ 25.56 | 202,310 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | | S ⁽¹⁾ | 87 | D | \$ 25.59 | 202,223 | D |
| Common Stock, par value \$0.01 | 02/01/2006 | | S ⁽¹⁾ | 239 | D | \$ 25.6 | 201,984 | D |

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| | | | | | | | |
|---|------------|------------------------|-----|---|-------------|---------|---|
| per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 87 | D | \$ 25.62 | 201,897 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 121 | D | \$ 25.65 | 201,776 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 139 | D | \$ 25.66 | 201,637 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 69 | D | \$ 25.68 | 201,568 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 87 | D | \$ 25.69 | 201,481 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 121 | D | \$ 25.7 | 201,360 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 17 | D | \$ 25.71 | 201,343 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 121 | D | \$ 25.73 | 201,222 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 87 | D | \$ 25.74 | 201,135 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 69 | D | \$ 25.76 | 201,066 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 52 | D | \$ 25.78 | 201,014 | D |

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| | | | | | | | |
|--|------------|------------------------|-----|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 69 | D | \$ 25.79 | 200,945 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 69 | D | \$ 25.8 | 200,876 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 294 | D | \$ 25.83 | 200,582 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 17 | D | \$ 25.84 | 200,565 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 52 | D | \$ 25.85 | 200,513 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 17 | D | \$ 25.87 | 200,496 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 87 | D | \$ 25.88 | 200,409 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 294 | D | \$ 25.9 | 200,115 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 17 | D | \$ 25.91 | 200,098 | D |
| Common Stock, par value \$0.01 per share | 02/01/2006 | <u>S⁽¹⁾</u> | 17 | D | \$ 25.93 | 200,081 | D |

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

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(9-02)

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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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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/ Jinwoo Choi, by Power of Attorney 02/02/2006

__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.