

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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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

(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	(A) or (D)	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
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	121	D	\$ 25.65	201,776	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	139	D	\$ 25.66	201,637	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	69	D	\$ 25.68	201,568	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	87	D	\$ 25.69	201,481	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	121	D	\$ 25.7	201,360	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	17	D	\$ 25.71	201,343	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	121	D	\$ 25.73	201,222	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	87	D	\$ 25.74	201,135	D
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Common
Stock, par
value \$0.01
per share

02/01/2006	<u>S⁽¹⁾</u>	69	D	\$ 25.76	201,066	D
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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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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.

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