Bergeron Douglas Form 4 March 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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).

(Print or Type Responses)

See Instruction

(Time of Type	(Responses)							
1. Name and Address of Reporting Person * Bergeron Douglas		Symbo	l	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle) 3. Date	of Earliest	Transaction	(Circ	ock an appner		
	FONE HOLDING GATEWAY PL	GS, 03/20	/Day/Year) /2009		_X_ Director _X_ Officer (gibelow)	ve title to below) CEO		
	(Street)	4. If Aı	nendment,	Date Original	6. Individual or	Joint/Group F	Filing(Check	
SAN JOSE	E, CA 95110	Filed(M	Ionth/Day/Yo	ear)	Applicable Line) _X_ Form filed by Form filed by Person			
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Securities Acq	uired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial	

(- 3)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	oie 1 - Non	-Derivativ	e Secu	irities Acqi	nrea, Disposea (or, or Benefic	ially 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. Securition Dispose (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/20/2009	03/20/2009	P	70,900	A	\$ 5.4751	265,900	I	DGB Investments, Inc. (1)
Common Stock	03/23/2009	03/23/2009	M	2,500	A	<u>(3)</u>	1,681,346	I	By Family Trusts (2)
Common Stock	03/23/2009	03/23/2009	F	1,068	D	\$ 6.01	1,680,278	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 SEC 1474 information contained in this form are not (9-02)

Edgar Filing: Bergeron Douglas - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(3)</u>	03/23/2009		M	2,500	(3)	(3)	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Bergeron Douglas						
C/O VERIFONE HOLDINGS, INC.	X	CEO				
2099 GATEWAY PLACE, SUITE 600	Λ					
SAN JOSE, CA 95110						

Signatures

Carolyn Belamide for Doug
Bergeron
03/24/2009

**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).
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this (1) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The securities held in trusts for the benefit of members the reporting person's family, the reporting person disclaims beneficial (2) owensership of these securities exept to the extent of his pecuniary interest therein, and the filing o flutis report is not an admission that the reporting person is the benefial owner of these securities for the purposes of Section 16 or other purpose.
- (3) On March 23, 2009, 2,500 shares of the issuer's common stock underlying these Restricted Stock Units became deliverable, without the payment of any consideration and were delivered to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: Bergeron Douglas - Form 4