

Citron Jeffrey A  
 Form 5  
 February 13, 2007

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Citron Jeffrey A

(Last) (First) (Middle)

23 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 VONAGE HOLDINGS CORP [VG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

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)  
 Chairman and Chief Strategist

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)          |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|
| Common Stock                    | 11/16/2006                           | ^                                                  | G                              | 1,000,000 D                                                       | \$ 0 32,203,990                                                                            | D                                                        | ^                                                              |
| Common Stock                    | ^                                    | ^                                                  | ^                              | ^ ^                                                               | 9,599,140                                                                                  | I                                                        | By Jeffrey Adam Citron 2003 Qualified Seven Year Annuity Trust |

|              |   |   |   |   |   |   |           |   |                                                    |
|--------------|---|---|---|---|---|---|-----------|---|----------------------------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,816,814 | I | By Kyra Elyse Citron 1999 Descendent Annuity Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,816,814 | I | By Noah Aidan Citron 1999 Descendent Annuity Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 178,959   | I | By KEC Holdings                                    |

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. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                 |                           |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |                                   |  |
|---------------------------------------------------------|---------------|-----------|---------|-----------------------------------|--|
|                                                         | Director      | 10% Owner | Officer | Other                             |  |
| Citron Jeffrey A<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 | ^ X           | ^ X       | ^       | ^ Chairman and Chief Strategist ^ |  |

## Signatures

/s/ Jeffrey A.  
Citron

02/13/2007

\_\_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).

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