DAVID MORTON Form 4 April 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

2. Issuer Name and Ticker or Trading

VONAGE HOLDINGS CORP [VG]

Symbol

See Instruction 1(b).

(Print or Type Responses)

DAVID MORTON

1. Name and Address of Reporting Person *

								(Chee	k an applicable	9	
(Last)	(First)	(Middle)	3. Date o	f Earliest Ti	ransaction						
			(Month/I	Day/Year)				X Director	10%	Owner	
C/O MONIA	CE HOLDING	70		•				Officer (give		er (specify	
C/O VONA	AGE HOLDING	18	04/01/2	.011					below)	i (specify	
CORP., 23 MAIN STREET								below)	below)		
CORT., 25 MAIN STREET											
	(Street)		4 If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	(Bireet)					11		•			
			Filed(Month/Day/Year)					Applicable Line)			
				· ´				_X_ Form filed by One Reporting Person			
HOLMBEI	NI 07720							Form filed by More than One Reporting			
HOLMDEI	L, NJ 07733							Person			
								1 CISON			
(City)	(State)	(Zip)	T-1.	I. T. NT T	· · · · · · · · · · · · · · · · · · ·	C		· 1 D: 1 . (D		
(- 3)	()	(1)	Tab	ie I - Non-1	Jerivative	Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly Ownea	
1.Title of	2. Transaction D	-4- 24 D		3.	4 6	4: A	!	5. Amount of	6.	7. Nature of	
					4. Securi						
Security	(Month/Day/Year	ar) Execution	on Date, if	Transaction(A) or Disposed of (D)				Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)						
		(Month/	Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
		(1.101111)	24), 1041)	(1115111 0)						(Instr. 4)	
								Following	` '	(IIISu. 4)	
						(A)		Reported	(Instr. 4)		
						` ′		Transaction(s)			
						or		(Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(Histi. 5 and 1)			
Common											
	04/01/2011			A	2,150	Α	\$ 0	521,667	D		
Stock	* ., * -, - *				_,		T -	,	_		
										By	
										•	
							\$			Morton	
Common					6,000					David	
	04/01/2011			S	(1)	D	4.6063	165,428	I		
Stock					(1)		(2)			Trustee	
							(-)			FBO	
										Aaron	
Common	04/01/2011			S	6,000	D	\$	165,428	I	By	
				~	(1)	_		,		•	
Stock					(1)		4.6066			Morton	
							(3)			David	
							_				
										Trustee	

FBO Zachary

SEC 1474

(9-02)

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

Persons who respond to the collection of information contained in this form are not 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 of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 4.65	04/01/2011		A	10,000	<u>(4)</u>	04/01/2021	Common Stock	10,000

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

DAVID MORTON C/O VONAGE HOLDINGS CORP.

X

23 MAIN STREET HOLMDEL, NJ 07733

Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Morton David

04/05/2011

Date

**Signature of Reporting Person

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).
- Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, which was adopted **(1)** on November 8, 2010.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.55 to \$4.65. Upon (2) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.55 to \$4.65. Upon (3) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- (4) The options are 100% vested as of April 1, 2011.

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.