

VONAGE HOLDINGS CORP
 Form 4
 June 01, 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 *
 Tribolet Michael

(Last) (First) (Middle)

VONAGE HOLDINGS CORP., 23
 MAIN STREET

(Street)

HOLMDEL, NJ 07733

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction
 (Month/Day/Year)

05/30/2006

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)
 President, Vonage America Inc.

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	05/30/2006		C		61,651	A	Ⓛ	61,651	D	
Common Stock	05/30/2006		C		6,205	A	Ⓛ	6,205	I	By Tribolet Grantor Retained Annuity Trust

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Convertible Notes	\$ 14.22	01/31/2006		A		\$ 505,000		01/31/2006	12/01/2010	Common Stock
Convertible Notes	\$ 14.22	03/01/2006		A		\$ 7,462.78		01/31/2006	12/01/2010	Common Stock
Employee Stock Option (right to buy)	\$ 15.06	03/15/2006		A		107,143		<u>(2)</u>	03/15/2016	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/18/2006		D			2,172	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/18/2006		A		2,172		<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C			16,578	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C			2,172	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Redeemable Convertible	<u>(1)</u>	05/30/2006		C			5,000	<u>(1)</u>	<u>(1)</u>	Common Stock

Preferred
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tribolet Michael VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733			President, Vonage America Inc.	

Signatures

/s/ Michael

Tribolet

06/01/2006

**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 convertible preferred stock converted to common stock on a 1:2.86 basis and had no expiration date.
- (2) The options vest in equal monthly installments over a period of four years beginning on April 30, 2006.

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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