

VONAGE HOLDINGS CORP
Form 4
March 05, 2007

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 *
DAVID MORTON

(Last) (First) (Middle)

C/O 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)
03/01/2007

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)

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		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)			
Common Stock	03/01/2007		A		3,750	A	\$ 0 334,623	D	
Common Stock	03/01/2007		S		10,000 <u>(1)</u>	D	<u>(2)</u> 311,428	I	By Morton David Trustee FBO Aaron
Common Stock	03/01/2007		S		10,000 <u>(1)</u>	D	<u>(3)</u> 311,428	I	By Morton David Trustee FBO Claudia

Common Stock	03/01/2007	S	<u>10,000</u> (1)	D	(4)	311,428	I	My Morton David Trustee FBO Julien
Common Stock	03/01/2007	S	<u>10,000</u> (1)	D	(5)	311,428	I	By Morton David Trustee FBO Zachary

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

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(9-02)

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. Derivative 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)	\$ 5.21	03/01/2007		A	3,750	(6) 03/01/2017	Common Stock	3,750	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVID MORTON C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X			

Signatures

Joseph A. Brucchieri, Attorney-in-fact for Morton
David

03/05/2007

__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).

(1) Sale was made pursuant to a duly-adopted trading plan under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

800 shares were sold at \$5.20; 1500 shares were sold at \$5.21; 900 shares were sold at \$5.23; 1200 shares were sold at \$5.24; 900 shares were sold at \$5.25; 1200 shares were sold at \$5.26; 600 shares were sold at \$5.27; 400 shares were sold at \$5.28; 600 shares were sold at \$5.29; 900 shares were sold at \$5.30; 600 shares were sold at \$5.31; and 400 shares were sold at \$5.34.

(3) 600 shares were sold at \$5.20; 1400 shares were sold at \$5.21; 1500 shares were sold at \$5.23; 900 shares were sold at \$5.24; 700 shares were sold at \$5.25; 600 were sold at \$5.26; 600 shares were sold at \$5.27; 900 shares were sold at \$5.28; 900 shares were sold at \$5.29; 600 shares were sold at \$5.30; 600 shares were sold at \$5.31; 500 shares were sold at \$5.32; and 200 shares were sold at \$5.34.

(4) 200 shares were sold at \$5.20; 1800 shares were sold at \$5.21; 700 shares were sold at \$5.23; 900 shares were sold at \$5.24; 1400 shares were sold at \$5.25; 1300 were sold at \$5.26; 300 shares were sold at \$5.27; 600 shares were sold at \$5.28; 700 shares were sold at \$5.29; 500 shares were sold at \$5.30; 400 shares were sold at \$5.31; 400 shares were sold at \$5.32; 400 shares were sold at \$5.33; and 400 shares were sold at \$5.34.

(5) 700 shares were sold at \$5.20; 1400 shares were sold at \$5.21; 900 shares were sold at \$5.23; 800 shares were sold at \$5.24; 1200 shares were sold at \$5.25; 900 were sold at \$5.26; 900 shares were sold at \$5.27; 766 shares were sold at \$5.28; 834 shares were sold at \$5.29; 900 shares were sold at \$5.30; 200 shares were sold at \$5.31; 200 shares were sold at \$5.33; and 300 shares were sold at \$5.34.

(6) The options vest in equal quarterly installments over a period of twelve months beginning March 1, 2007.

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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