DAVID MORTON Form 4 July 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

Estimated average

burden hours per response... 0.5

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

Symbol

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]

1(b).

(Print or Type Responses)

DAVID MORTON

1. Name and Address of Reporting Person *

(Last)	(First) (I	Middle) 3.	Date of Earliest T	ransaction							
		(N	Ionth/Day/Year)				_X_ Director		Owner		
C/O VONA	5/29/2012				Officer (give below)	title Othe below)	er (specify				
CORP., 23	MAIN STREET						ociow)	below)			
	(Street) 4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
HOLMDEI						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secui	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Day any (Month/Day/	Code Year) (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	07/01/2012		A	4,975	A	\$ 0	341,295	D	D		
Common Stock	06/29/2012		S	6,300 (1)	D	\$ 2.0019 (2)	62,428	I	By Morton David Trustee FBO Aaron		
Common Stock	06/29/2012		S	5,800 (1)	D	\$ 2	63,010	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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SEC 1474 (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. 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)	\$ 2.01	07/01/2012		A	10,000	(3)	07/01/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVID MORTON

C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733

X

Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Morton
David
07/03/2012

**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 trading plan under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, which was adopted on August 8, 2011.

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- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.00 to \$2.01. Upon 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.
- (3) The options are 100% vested as of July 1, 2012.

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.