DAVID MORTON Form 4

October 03, 2012 **FORM 4**

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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100/ 0-----

5. Relationship of Reporting Person(s) to

(Check all applicable)

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

3. Date of Earliest Transaction

VONAGE HOLDINGS CORP [VG]

Symbol

O. 1. 10 157

1(b).

(Last)

(Print or Type Responses)

DAVID MORTON

1. Name and Address of Reporting Person *

(First)

(Middle)

			Day/Year)				X Director Officer (given	6 Owner er (specify			
	MAIN STREET	10/01/20)12				below)	below)	er (speerry		
	ndment, Date Original				6. Individual or Joint/Group Filing(Check						
HOLMDEL,	th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
					Person						
(City)	(State) (Zip) 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. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l 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	10/01/2012		A	4,385	A	\$0	345,680	D			
Common Stock							62,428	I	By Morton David Trustee FBO Aaron		
Common Stock							63,010	I	By Morton David Trustee FBO Zachary		

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 2.28	10/01/2012		A	10,000	<u>(1)</u>	10/01/2022	Common Stock	10,000	

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

/s/ Henry B. Pickens, Attorney-in-fact for Morton
David
10/03/2012

**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) The options are 100% vested as of October 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.

Reporting Owners 2