

VONAGE HOLDINGS CORP

Form 4

August 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Citron Jeffrey A

(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)

08/04/2006

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)

Chairman & Chief Strategist

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/04/2006		P		3,500	A	\$ 6.73
Common Stock	08/04/2006		P		5,800	A	\$ 6.74
Common Stock	08/04/2006		P		3,200	A	\$ 6.75
Common Stock	08/04/2006		P		4,300	A	\$ 6.76
Common Stock	08/04/2006		P		16,800	A	\$ 6.78

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Common Stock	08/04/2006	P	2,900	A	\$ 6.79	33,153,490	D
Common Stock	08/04/2006	P	3,400	A	\$ 6.8	33,156,890	D
Common Stock	08/04/2006	P	300	A	\$ 6.81	33,157,190	D
Common Stock	08/04/2006	P	800	A	\$ 6.82	33,157,990	D
Common Stock	08/04/2006	P	700	A	\$ 6.83	33,158,690	D
Common Stock	08/04/2006	P	500	A	\$ 6.84	33,159,190	D
Common Stock	08/04/2006	P	5,200	A	\$ 6.85	33,164,390	D
Common Stock	08/04/2006	P	5,200	A	\$ 6.86	33,169,590	D
Common Stock	08/04/2006	P	9,500	A	\$ 6.87	33,179,090	D
Common Stock	08/04/2006	P	4,900	A	\$ 6.88	33,183,990	D
Common Stock	08/04/2006	P	400	A	\$ 6.89	33,184,390	D
Common Stock	08/04/2006	P	19,600	A	\$ 6.9	33,203,990	D

Common Stock						9,599,140	I	By Jeffrey Adam Citron 2003 Qualified Seven Year Annuity Trust
Common Stock						2,816,814	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock						2,816,814	I	By Noah Aidan Citron 1999 Descendent Annuity Trust

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Report Transaction (Instr. 6)
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Date	Expiration	Title	Amount or Number of Shares
Exercisable	Date		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Citron Jeffrey A VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X	X	Chairman & Chief Strategist	

Signatures

/s/ Joseph A. Brucchieri for Jeffrey A. Citron

08/08/2006

****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).

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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