

DAVID MORTON  
Form 4  
May 06, 2011

**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

2. Issuer Name and Ticker or Trading Symbol  
VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VONAGE HOLDINGS CORP., 23 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOLMDEL, NJ 07733

(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. 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	05/04/2011		M		48,661	A	\$ 1.4 570,328
Common Stock	05/04/2011		M		62,500	A	\$ 1.76 632,828
Common Stock	05/04/2011		M		3,750	A	\$ 3.06 636,578
Common Stock	05/04/2011		M		3,750	A	\$ 2.11 640,328
Common Stock	05/04/2011		M		3,750	A	\$ 2.11 644,078

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Common Stock	05/04/2011	M	3,750	A	\$ 1.85	647,828	D
Common Stock	05/04/2011	M	8,750	A	\$ 1.67	656,578	D
Common Stock	05/04/2011	M	7,500	A	\$ 1.36	664,078	D
Common Stock	05/04/2011	M	10,000	A	\$ 1.4	674,078	D
Common Stock	05/04/2011	M	10,000	A	\$ 1.37	684,078	D
Common Stock	05/04/2011	M	10,000	A	\$ 2.19	694,078	D
Common Stock	05/04/2011	M	10,000	A	\$ 2.57	704,078	D
Common Stock	05/04/2011	M	10,000	A	\$ 2.24	714,078	D

Common Stock						159,428	I	By Morton David Trustee FBO Aaron
Common Stock						159,428	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. Amount or Number	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

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									of Shares
Director Stock Option (right to buy)	\$ 1.4	05/04/2011		M	48,661	<u>(1)</u>	08/13/2013	Common Stock	48,661
Director Stock Option (right to buy)	\$ 1.76	05/04/2011		M	62,500	<u>(2)</u>	08/01/2014	Common Stock	62,500
Director Stock Option (right to buy)	\$ 3.06	05/04/2011		M	3,750	<u>(3)</u>	06/01/2017	Common Stock	3,750
Director Stock Option (right to buy)	\$ 2.11	05/04/2011		M	3,750	<u>(4)</u>	09/01/2017	Common Stock	3,750
Director Stock Option (right to buy)	\$ 2.11	05/04/2011		M	3,750	<u>(5)</u>	12/01/2017	Common Stock	3,750
Director Stock Option (right to buy)	\$ 1.85	05/04/2011		M	3,750	<u>(6)</u>	03/01/2018	Common Stock	3,750
Director Stock Option (right to buy)	\$ 1.67	05/04/2011		M	8,750	<u>(7)</u>	07/01/2018	Common Stock	8,750
Director Stock Option (right to buy)	\$ 1.36	05/04/2011		M	7,500	<u>(8)</u>	10/01/2019	Common Stock	7,500
Director Stock Option (right to buy)	\$ 1.4	05/04/2011		M	10,000	<u>(9)</u>	01/01/2020	Common Stock	10,000

Director Stock Option (right to buy)	\$ 1.37	05/04/2011	M	10,000	<u>(10)</u>	04/01/2020	Common Stock	10,000
Director Stock Option (right to buy)	\$ 2.19	05/04/2011	M	10,000	<u>(11)</u>	07/01/2020	Common Stock	10,000
Director Stock Option (right to buy)	\$ 2.57	05/04/2011	M	10,000	<u>(12)</u>	10/01/2020	Common Stock	10,000
Director Stock Option (right to buy)	\$ 2.24	05/04/2011	M	10,000	<u>(13)</u>	01/01/2021	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 05/06/2011

      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 were 100% vested as of August 13, 2007.
  - (2) The options were 100% vested as of August 1, 2008.
  - (3) The options were 100% vested as of June 1, 2008.
  - (4) The options were 100% vested as of September 1, 2008.
  - (5) The options were 100% vested as of December 1, 2008.
  - (6) The options were 100% vested as of March 1, 2009.
  - (7) The options were 100% vested as of July 1, 2008.

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- (8) The options were 100% vested as of October 1, 2009.
- (9) The options were 100% vested as of January 1, 2010.
- (10) The options were 100% vested as of April 1, 2010.
- (11) The options were 100% vested as of July 1, 2010.
- (12) The options were 100% vested as of October 1, 2010.
- (13) The options were 100% vested as of January 1, 2011.

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