

Citron Jeffrey A
 Form 4
 November 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Citron Jeffrey A

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)
 11/07/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/07/2011		S	50,000 ⁽¹⁾ D \$ 2.7289 ⁽²⁾	8,264,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock	11/08/2011		S	50,000 ⁽¹⁾ D \$ 2.7536 ⁽³⁾	8,214,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust

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Common Stock	11/09/2011	S	50,000 (1)	D	\$ 2.7275 (4)	8,164,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock	11/07/2011	S	50,000 (1)	D	\$ 2.7289 (2)	8,268,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock	11/08/2011	S	50,000 (1)	D	\$ 2.7536 (3)	8,218,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock	11/09/2011	S	50,000 (1)	D	\$ 2.7275 (4)	8,168,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock						30,292,853	D	
Common Stock						178,959	I	By KEC Holdings

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

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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. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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