

DAVID MORTON
Form 4
November 13, 2009

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)
11/11/2009

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 | 11/11/2009 | | S | | 10,000 ⁽¹⁾ | D | \$ 1.343 ⁽²⁾ | 291,428 | I | By Morton David Trustee FBO Aaron |
| Common Stock | 11/11/2009 | | S | | 10,000 ⁽¹⁾ | D | \$ 1.343 ⁽³⁾ | 291,428 | I | By Morton David Trustee FBO Claudia |

| | | | | | | | | |
|--------------|------------|---|----------------------|---|------------------------|---------|---|-------------------------------------|
| Common Stock | 11/11/2009 | S | 10,000 <u>(1)</u> | D | \$ 1.343 <u>(4)</u> | 291,428 | I | By Morton David Trustee FBO Zachary |
| Common Stock | 11/13/2009 | S | 42,985 | D | \$ 1.33 | 446,533 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 11/13/2009

__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 November 9, 2009.
- (2) The price reported in Column 4 is a weighted average price. 100 shares were sold at \$1.32; 4,300 shares were sold at \$1.33; 2,800 shares were sold at \$1.34; 1,400 shares were sold at \$1.36; 800 shares were sold at \$1.37; 600 shares were sold at \$1.38
- (3) The price reported in Column 4 is a weighted average price. 4,400 shares were sold at \$1.33; 2,800 shares were sold at \$1.34; 1,600 shares were sold at \$1.36; 800 shares were sold at \$1.37; 400 shares were sold at \$1.38
- (4) The price reported in Column 4 is a weighted average price. 4,400 shares were sold at \$1.33; 2,600 shares were sold at \$1.34; 100 shares were sold at \$1.35; 300 shares were sold at \$1.355; 1,100 shares were sold at \$1.36; 1,300 shares were sold at \$1.37; 200 shares were sold at \$1.38

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.