

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

(Last) (First) (Middle)

C/O 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)  
05/04/2011

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 05/04/2011                           |  | M                              |   | 48,661 A \$ 1.4   | 570,328  | D                                 |
| Common Stock                    | 05/04/2011                           |  | M                              |   | 62,500 A \$ 1.76  | 632,828  | D                                 |
| Common Stock                    | 05/04/2011                           |  | M                              |   | 3,750 A \$ 3.06   | 636,578  | D                                 |
| Common Stock                    | 05/04/2011                           |  | M                              |   | 3,750 A \$ 2.11   | 640,328  | D                                 |
| Common Stock                    | 05/04/2011                           |  | M                              |   | 3,750 A \$ 2.11   | 644,078  | D                                 |

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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<br>David<br>Trustee<br>FBO<br>Aaron   |
| Common Stock |  |  |  |  |  | 159,428 | I | By Morton<br>David<br>Trustee<br>FBO<br>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<br>Stock<br>Option<br>(right to<br>buy) | \$ 1.4  | 05/04/2011 |  | M | 48,661 | <u>(1)</u> | 08/13/2013 | Common<br>Stock | 48,661    |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 1.76 | 05/04/2011 |  | M | 62,500 | <u>(2)</u> | 08/01/2014 | Common<br>Stock | 62,500    |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 3.06 | 05/04/2011 |  | M | 3,750  | <u>(3)</u> | 06/01/2017 | Common<br>Stock | 3,750     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 2.11 | 05/04/2011 |  | M | 3,750  | <u>(4)</u> | 09/01/2017 | Common<br>Stock | 3,750     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 2.11 | 05/04/2011 |  | M | 3,750  | <u>(5)</u> | 12/01/2017 | Common<br>Stock | 3,750     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 1.85 | 05/04/2011 |  | M | 3,750  | <u>(6)</u> | 03/01/2018 | Common<br>Stock | 3,750     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 1.67 | 05/04/2011 |  | M | 8,750  | <u>(7)</u> | 07/01/2018 | Common<br>Stock | 8,750     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 1.36 | 05/04/2011 |  | M | 7,500  | <u>(8)</u> | 10/01/2019 | Common<br>Stock | 7,500     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 1.4  | 05/04/2011 |  | M | 10,000 | <u>(9)</u> | 01/01/2020 | Common<br>Stock | 10,000    |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DAVID MORTON<br>C/O VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>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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