VONAGE HOLDINGS CORP

Form 4

August 06, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock (1) Common

Stock

08/04/2008

08/04/2008

(Print or Type Responses)

1. Name and A Mamakos L	Symbol	2. Issuer Name and Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (N	Middle) 3. Date of	of Earliest Tr	ansaction	(Cne	eck all applicable	e)			
C/O VONA CORP., 23 I	`	(Month/Day/Year) 08/04/2008			Director 10% Owner X Officer (give title Other (specify below)					
	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
HOLMDEL	, NJ 07733	Filed(Mo	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(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)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership			

Code V Amount

6,250

1,781

Α

F

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

13,267

11,486

Transaction(s) (Instr. 3 and 4)

(A)

(D)

A

Price

\$0

(Instr. 4)

D

D

(Instr. 4)

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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. Transactic 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. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	08/04/2008		D	6,250	(2)	(2)	Common Stock	6,250	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mamakos Louis A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733

Chief Technology Officer

Signatures

/s/ Louis A.

Mamakos 08/06/2008

**Signature of Date

Reporting Person

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) Represents vesting of the second installment of the restricted stock unit granted on August 4, 2006.
- (2) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of August 4, 2006.

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.

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