**DAVID MORTON** Form 4

October 04, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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Check this box if no longer subject to 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

(Print or Type Responses)

1(b).

Stock

(Print of Type i	Responses)											
DAVID MORTON  V  (Last) (First) (Middle) 3.			Symbol VONA 3. Date of (Month/I	2. Issuer Name and Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG] 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2011				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify				
	MAIN STREET		10/01/2	.011			1	pelow)	below)	•		
(Street) 4. If Amendment, Date C Filed(Month/Day/Year)  HOLMDEL, NJ 07733					Č	1	- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur		ired, Disposed of	or Beneficial	lv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				· •	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	10/01/2011			Code V A	Amount 3,846	(D)	Price	487,715	D			
Common Stock	10/03/2011			S	20,000 (1)	D	\$ 2.5594 (2)	467,715	D			
Common								133,428	I	By Morton David		

Trustee **FBO** Aaron

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Common Stock

133,428

Ι

Morton David Trustee FBO Zachary

By

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

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SEC 1474 (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	tercise any of (Month/Day/Y		4. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to	\$ 2.6	10/01/2011		A	10,000	(3)	10/01/2021	Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVID MORTON
C/O VONAGE HOLDINGS CORP.
23 MAIN STREET

# **Signatures**

HOLMDEL, NJ 07733

Buy)

/s/ Henry B. Pickens, Attorney-in-fact for Morton David

10/04/2011

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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# **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 August 9, 2011.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$2.505 to \$2.66. Upon (2) request, the Penerting Person will provide to the Securities and Exchange Commission staff the Jesuer and any security helder of the
- (2) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- (3) The options are 100% vested as of October 1, 2011.

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.