

DAVID MORTON
Form 4
February 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)

01/28/2010

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 | 01/28/2010 | | M | | 7,500 A \$ 0.95 | 359,999 | D |
| Common Stock | 01/28/2010 | | M | | 7,500 A \$ 0.66 | 367,499 | D |
| Common Stock | 01/28/2010 | | M | | 7,500 A \$ 0.42 | 374,999 | D |
| Common Stock | 01/28/2010 | | M | | 7,500 A \$ 0.39 | 382,499 | D |
| Common Stock | 02/01/2010 | | S | | 10,000 D \$ 1.4337 | 261,428 | I By Morton David |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|---------------------|---------|---|---|
| Common Stock | 02/01/2010 | S | 10,000 (5) | D | \$ 1.434 (7) | 261,428 | I | Trustee FBO Aaron By Morton David Trustee FBO Claudia |
| Common Stock | 02/01/2010 | S | 10,000 (5) | D | \$ 1.4341 (8) | 261,428 | I | By Morton David Trustee FBO Zachary |

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 | 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 of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (right to buy) | \$ 0.95 | 01/28/2010 | | M | 7,500 | (1) 10/01/2018 | Common Stock | 7,500 |
| Director Stock Option (right to buy) | \$ 0.66 | 01/28/2010 | | M | 7,500 | (2) 01/01/2019 | Common Stock | 7,500 |
| | \$ 0.42 | 01/28/2010 | | M | 7,500 | (3) 04/01/2019 | | 7,500 |

| | | | | | | | | | |
|--|---------|------------|---|-------|------------|------------|--|-----------------|-------|
| Director Stock Option (right to buy) | | | | | | | | Common Stock | |
| Director Stock Option (right to buy) | \$ 0.39 | 01/28/2010 | M | 7,500 | <u>(4)</u> | 07/01/2019 | | Common Stock | 7,500 |

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

02/01/2010

**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 October 1, 2008.
- (2) The options were 100% vested as of January 1, 2009.
- (3) The options were 100% vested as of April 1, 2009.
- (4) The options were 100% vested as of July 1, 2009.
- (5) 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.
- (6) The price reported in Column 4 is a weighted average price. 3,500 shares were sold at \$1.42; 1,300 shares were sold at \$1.43; 100 shares were sold at \$1.4301; 2,800 shares were sold at \$1.44; 200 shares were sold at \$1.4401; 2,100 shares were sold at \$1.45.
- (7) The price reported in Column 4 is a weighted average price. 3,400 shares were sold at \$1.42; 1,500 shares were sold at \$1.43; 2,800 shares were sold at \$1.44; 2,300 shares were sold at \$1.45.
- (8) The price reported in Column 4 is a weighted average price. 3,200 shares were sold at \$1.42; 1,700 shares were sold at \$1.43; 2,900 shares were sold at \$1.44; 2,200 shares were sold at \$1.45.

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.