

Tempora Michael A.
Form 4
April 03, 2012

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 *
Tempora Michael A.

(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)

04/01/2012

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)

SVP, Product Mgmt.

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 ⁽¹⁾ | 04/01/2012 | | M | | 9,123 | A | \$ 0 |
| Common Stock | 04/01/2012 | | F | | 2,961 | D | \$ 2.21 |
| Common Stock ⁽²⁾ | 04/01/2012 | | M | | 9,408 | A | \$ 0 |
| Common Stock | 04/01/2012 | | F | | 3,053 | D | \$ 2.21 |

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 Security (Instr. 3 and 4) | 8. Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Buy) | \$ 2.25 | 04/02/2012 | | A | 248,917 | (3) | 04/02/2022 | Common Stock | 248,917 |
| Restricted Stock Unit | \$ 0 | 04/02/2012 | | A | 63,888 | (4) | (4) | Common Stock | 63,888 |
| Restricted Stock Unit | \$ 0 | 04/01/2012 | | M | 9,123 | (5) | (5) | Common Stock | 9,123 |
| Restricted Stock Unit | \$ 0 | 04/01/2012 | | M | 9,408 | (6) | (6) | Common Stock | 9,408 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tempora Michael A. C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733 | | | SVP, Product Mgmt. | |

Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Michael A. Tempora
Date: 04/03/2012

**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) Represents vesting of the second installment of the restricted stock unit granted on April 1, 2010.

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- (2) Represents vesting of the first installment of the restricted stock unit granted on April 1, 2011.
- (3) The options vest in equal annual installments on the first through fourth anniversaries of April 2, 2012.
- (4) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 2, 2012.
- (5) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 1, 2010.
- (6) The restricted stock unit vests in equal annual installments on the first through fourth anniversaries of April 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.

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