

DAVID MORTON  
Form 4  
January 05, 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

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

2. Issuer Name and Ticker or Trading Symbol  
VONAGE HOLDINGS CORP [VG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VONAGE HOLDINGS CORP., 23 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOLMDEL, NJ 07733

(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) | 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 Indirect Beneficial Ownership (Instr. 4) |         |   |                                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |         |   |                                   |
| Common Stock                    | 01/01/2010                           |  | A                              |   | 7,142   | A  | \$ 0  | 352,499 | D |                                   |
| Common Stock                    | 01/04/2010                           |  | S                              |   | 10,000 (2)  | D  | \$ 1,4389 (3)   | 271,428 | I | By Morton David Trustee FBO Aaron |
| Common Stock                    | 01/04/2010                           |  | S                              |   | 10,000 (2)  | D  | \$ 1,4383 (4)   | 271,428 | I | By Morton David Trustee           |

|              |            |   |               |   |                     |         |   |  |
|--------------|------------|---|---------------|---|---------------------|---------|---|--|
| Common Stock | 01/04/2010 | S | 10,000<br>(2) | D | \$<br>1.4388<br>(5) | 271,428 | I | FBO<br>Claudia<br>By<br>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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)       | \$ 1.4   | 01/01/2010                           |  | A                              | 10,000  | (1) 01/01/2020   | Common Stock  | 10,000                        |

## 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

01/05/2010

\_\_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 are 100% vested as of January 1, 2010.
- (2) 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.
- (3) The price reported in Column 4 is a weighted average price. 500 shares were sold at \$1.41; 700 shares were sold at \$1.42; 3,400 shares were sold at \$1.43; 600 shares were sold at \$1.44; 4,400 shares were sold at \$1.45; 400 shares were sold at \$1.46.
- (4) The price reported in Column 4 is a weighted average price. 300 shares were sold at \$1.41; 500 shares were sold at \$1.42; 4,000 shares were sold at \$1.43; 1,000 shares were sold at \$1.44; 4,200 shares were sold at \$1.45.
- (5) The price reported in Column 4 is a weighted average price. 400 shares were sold at \$1.41; 500 shares were sold at \$1.42; 3,300 shares were sold at \$1.43; 1,700 shares were sold at \$1.44; 3,900 shares were sold at \$1.45; 200 shares were sold at \$1.46.

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.