

DAVID MORTON  
Form 4  
February 01, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

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)  
01/28/2010

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 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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(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.