VONAGE HOLDINGS CORP

Form 4 June 01, 2006

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Tribolet Michael			Symbol VONAGE HOLDINGS CORP [VG]					Issuer				
(Last) (First) (Middle)				3. Date of Earliest Transaction					(Check all applicable)			
VONAGE I MAIN STRI	(Month/Day/Year) 05/30/2006					Director 10% Owner _X_ Officer (give title Other (specify below) President, Vonage America Inc.						
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
HOLMDEL	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	ies Acquired sposed of 4 and 5) (A) or (D) Price		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)			
Common Stock	05/30/2006			C	61,651	A	(1)	61,651	D			
Common Stock	05/30/2006			С	6,205	A	(1)	6,205	I	By Tribolet Grantor Retained Annuity Trust		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title
Convertible Notes	\$ 14.22	01/31/2006		A	(A) \$ 505,000	(D)	01/31/2006	12/01/2010	Common Stock
Convertible Notes	\$ 14.22	03/01/2006		A	\$ 7,462.78		01/31/2006	12/01/2010	Common Stock
Employee Stock Option (right to buy)	\$ 15.06	03/15/2006		A	107,143		<u>(2)</u>	03/15/2016	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/18/2006		D		2,172	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/18/2006		A	2,172		<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	(1)	05/30/2006		C		16,578	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C		2,172	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Redeemable Convertible	(1)	05/30/2006		С		5,000	<u>(1)</u>	<u>(1)</u>	Common Stock

Preferred Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tribolet Michael VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733

President, Vonage America Inc.

Signatures

/s/ Michael

Tribolet 06/01/2006

**Signature of Date
Reporting Person

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 convertible preferred stock converted to common stock on a 1:2.86 basis and had no expiration date.
- (2) The options vest in equal monthly installments over a period of four years beginning on April 30, 2006.

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.

Reporting Owners 3