

VONAGE HOLDINGS CORP
Form 4
August 08, 2006

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 *
Citron Jeffrey A

(Last) (First) (Middle)

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)

08/04/2006

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)

Chairman & Chief Strategist

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)		
				(A) or (D)	Price				
Common Stock	08/04/2006		P	V	3,500	A	\$ 6.73	33,120,490	D
Common Stock	08/04/2006		P	V	5,800	A	\$ 6.74	33,126,290	D
Common Stock	08/04/2006		P	V	3,200	A	\$ 6.75	33,129,490	D
Common Stock	08/04/2006		P	V	4,300	A	\$ 6.76	33,133,790	D
Common Stock	08/04/2006		P	V	16,800	A	\$ 6.78	33,150,590	D

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Common Stock	08/04/2006	P	2,900	A	\$ 6.79	33,153,490	D
Common Stock	08/04/2006	P	3,400	A	\$ 6.8	33,156,890	D
Common Stock	08/04/2006	P	300	A	\$ 6.81	33,157,190	D
Common Stock	08/04/2006	P	800	A	\$ 6.82	33,157,990	D
Common Stock	08/04/2006	P	700	A	\$ 6.83	33,158,690	D
Common Stock	08/04/2006	P	500	A	\$ 6.84	33,159,190	D
Common Stock	08/04/2006	P	5,200	A	\$ 6.85	33,164,390	D
Common Stock	08/04/2006	P	5,200	A	\$ 6.86	33,169,590	D
Common Stock	08/04/2006	P	9,500	A	\$ 6.87	33,179,090	D
Common Stock	08/04/2006	P	4,900	A	\$ 6.88	33,183,990	D
Common Stock	08/04/2006	P	400	A	\$ 6.89	33,184,390	D
Common Stock	08/04/2006	P	19,600	A	\$ 6.9	33,203,990	D

Common Stock						9,599,140	I	By Jeffrey Adam Citron 2003 Qualified Seven Year Annuity Trust
Common Stock						2,816,814	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock						2,816,814	I	By Noah Aidan Citron 1999 Descendent Annuity Trust

Common Stock 178,959 I By KEC Holdings

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Citron Jeffrey A VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X	X	Chairman & Chief Strategist	

Signatures

/s/ Joseph A. Brucchieri for Jeffrey A. Citron 08/08/2006

**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).
- 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.