

VONAGE HOLDINGS CORP
 Form 4
 June 01, 2006

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 *
DAVID MORTON

 (Last) (First) (Middle)
**VONAGE HOLDINGS CORP., 23
 MAIN STREET**

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/30/2006

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

(Street)
HOLMDEL, NJ 07733

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

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	05/30/2006		C		336,944	A	Ⓣ 336,944	D	
Common Stock	05/30/2006		C		321,428	A	Ⓣ 321,428	I	By David & Edward Cohen Trustees FBO Aaron
Common Stock	05/30/2006		C		321,428	A	Ⓣ 321,428	I	By David & Edward Cohen Trustees

Common Stock	05/30/2006		C	321,428	A	<u>(1)</u>	321,428	I	FBO Claudia By David & Edward Cohen Trustees FBO Julien
Common Stock	05/30/2006		C	321,428	A	<u>(1)</u>	321,428	I	By David & Edward Cohen Trustees 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 Underlying (Instr. 3 and 4)
					Code V	(A)	(D)	Date Exercisable	
Director Stock Option (right to buy)	\$ 13.21	12/01/2005		A		8,929	<u>(2)</u>	12/01/2015	Common Stock
Convertible Notes	\$ 14.22	12/16/2005		A		\$ 200,000	12/16/2005	12/01/2010	Common Stock
Convertible Notes	\$ 14.22	03/01/2006		A		\$ 2,955.56	12/16/2005	12/01/2010	Common Stock
Director Stock Option (right to buy)	\$ 15.06	03/01/2006		A		8,929	<u>(3)</u>	03/01/2016	Common Stock
Series A Redeemable Convertible	<u>(1)</u>	05/30/2006		C		112,500	<u>(1)</u>	<u>(1)</u>	Common Stock

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Preferred
Stock

Series A Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	112,500	<u>(1)</u>	<u>(1)</u>	Common Stock
Series A Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	112,500	<u>(1)</u>	<u>(1)</u>	Common Stock
Series A Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	112,500	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	18,750	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	50,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	23,636	<u>(1)</u>	<u>(1)</u>	Common Stock
Series E Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006	C	25,545	<u>(1)</u>	<u>(1)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVID MORTON VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X	X		

Signatures

/s/ Morton David	06/01/2006
**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).
- (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 January 1, 2006.
 - (3) The options vest in equal monthly installments over a period of four years beginning on April 1, 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.