DAVID MORTON
Form 4
March 03, 2010

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVID MORTON

(Last) (First) (Middle)

C/O 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)
03/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/02/2010 | | S | | 20,700 | D | $ 1.51 | 361,799 | D | |
| Common Stock | 03/02/2010 | | S | | 4,300 | D | $ 1.5105 | 357,499 | D | |
| Common Stock | 03/02/2010 | | S | | 19,800 | D | $ 1.56 | 337,699 | D | |
| Common Stock | 03/02/2010 | | S | | 5,000 | D | $ 1.5615 | 332,699 | D | |
| Common Stock | 03/02/2010 | | S | | 200 | D | $ 1.563 | 332,499 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 03/03/2010 | | S | 50,000 | D | $ 1.47 | 282,499 | D | |
| Common Stock | 03/01/2010 | | S | 10,000 (1) | D | $ 1.5551 (2) | 251,428 | I | By Morton David Trustee FBO Aaron |
| Common Stock | 03/01/2010 | | S | 10,000 (1) | D | $ 1.5553 (3) | 251,428 | I | By Morton David Trustee FBO Claudia |
| Common Stock | 03/01/2010 | | S | 10,000 (1) | D | $ 1.5559 (4) | 251,428 | I | By Morton David Trustee FBO 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|

| | Director | 10% Owner | Officer | Other |
|---|---|---|---|---|
| DAVID MORTON<br>C/O VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 | | X | | |

# Signatures

| /s/ Henry B. Pickens, Attorney-in-fact for Morton David | 03/03/2010 |
|---|---|
| **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)** 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.

**(2)** The price reported in Column 4 is a weighted average price. 800 shares were sold at $1.54; 3,700 shares were sold at $1.55; 5,100 shares were sold at $1.56; 400 shares were sold at $1.57.

**(3)** The price reported in Column 4 is a weighted average price. 400 shares were sold at $1.54; 4,200 shares were sold at $1.55; 5,100 shares were sold at $1.56; 300 shares were sold at $1.57.

**(4)** The price reported in Column 4 is a weighted average price. 500 shares were sold at $1.54; 3,600 shares were sold at $1.55; 5,400 shares were sold at $1.56; 500 shares were sold at $1.57.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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