## Edgar Filing: VONAGE HOLDINGS CORP - Form 4

VONAGE H Form 4 December 04	OLDINGS CORP										
EODM A									OMB APPROVAL		
	RITIES AND EXCHANGE ( shington, D.C. 20549				COMMISSION	OMB Number:	3235-0287				
Check this if no long subject to Section 10 Form 4 or Form 5	er <b>STATEMF</b> 5.	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES						Expires: Estimated burden hou response	urs per		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)										
1. Name and A DAVID MO	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol VONAGE HOLDINGS CORP [VG]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Mid				ORP	[VG]	(Chee	ek all applicable)			
C/O VONAC CORP., 23 N	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2007				X_Director10% Owner Officer (give titleOther (specify below) below)					
(Street) 4. If Amer			ndment, Date Original				6. Individual or Joint/Group Filing(Check				
HOLMDEL,	th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed			ties I (A) o I of (D 4 and (A) or	) 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)		
Common	12/01/2007		Code V A	Amount 3,750	(D) A	Price \$ 0	479,518	D			
Stock	12/01/2007		Λ	5,750	А	φU	479,310	D			
Common Stock							301,428	I	By Morton David Trustee FBO Aaron		
Common Stock							301,428	I	By Morton David Trustee FBO Claudia		

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Common Stock						301,428	Ι	My Morton David Trustee FBO Ju				
Common Stock						301,428	Ι	By Mor 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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.												
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)	Code	5. Number 6. Date Exercisable and prof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	(Instr. 3 and 4) (		8. H Dei Sec (In:		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Director Stock Option (right to buy)	\$ 2.11	12/01/2007		A	3,750	<u>(1)</u>	12/01/2017	Common Stock	3,750			
Reporting Owners												
Reporting Owner Name / Address Director 10% Own				<b>ionships</b> mer Offic	cer Other							
C/O VON 23 MAIN	MORTON NAGE HOL STREET EL, NJ 0773	DINGS CORP. 33	X									

## Signatures

/s/ Joseph A. Brucchieri, Attorney-in-fact for Morton David

\*\*Signature of Reporting Person

12/04/2007 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 vest in equal quarterly installments over a period of twelve months beginning December 1, 2007.

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.