

DAVID MORTON  
Form 4  
May 26, 2009

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/22/2009

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

C/O VONAGE HOLDINGS CORP., 23 MAIN STREET

(Street)

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

HOLMDEL, NJ 07733

(City) (State) (Zip)

**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	05/22/2009		S	3,000	D \$ 0.4383	501,518	D
Common Stock	05/22/2009		S	13,182	D \$ 0.44	488,336	D
Common Stock	05/22/2009		S	1,000	D \$ 0.4401	487,336	D
Common Stock	05/22/2009		S	1,100	D \$ 0.4402	486,236	D
Common Stock	05/22/2009		S	1,700	D \$ 0.4403	484,536	D

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Common Stock	05/22/2009		S	4,500	D	\$ 0.4404	480,036	D	
Common Stock	05/22/2009		S	1,300	D	\$ 0.4406	478,736	D	
Common Stock	05/22/2009		S	400	D	\$ 0.4407	478,336	D	
Common Stock	05/22/2009		S	1,718	D	\$ 0.4408	476,618	D	
Common Stock	05/22/2009		S	1,600	D	\$ 0.4415	475,018	D	
Common Stock	05/22/2009		S	300	D	\$ 0.4416	474,718	D	
Common Stock	05/22/2009		S	200	D	\$ 0.4453	474,518	D	
Common Stock							301,428	I	By Morton David Trustee FBO Aaron
Common Stock							301,428	I	By Morton David Trustee FBO Claudia
Common Stock							301,428	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.**

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)
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## Reporting Owners

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

## Signatures

/s/ Henry B. Pickens, Attorney-in-fact for Morton  
David 05/26/2009

\*\*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.  
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