

Citron Jeffrey A
Form 4
October 05, 2010

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 *
Citron Jeffrey A

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)

C/O VONAGE HOLDINGS
CORP., 23 MAIN STREET

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2010

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HOLMDEL, NJ 07733

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (1) | (A) or (D) Price | | |
| Common Stock | 08/23/2010 | | G | V 312,950 (1) | A \$ 0 32,868,024 | D | |
| Common Stock | 10/01/2010 | | A | 5,836 | A \$ 0 32,873,860 | D | |
| Common Stock | 08/23/2010 | | G | V 2,381,812 (1) | A \$ 0 6,515,811 | I | By Kyra Elyse Citron 1999 Descendent Annuity Trust |
| Common | 08/23/2010 | | G | V 2,381,812 | A \$ 0 6,520,211 | I | By Noah |

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| | | | | | | | | | | | | | | |
|--------------|------------|--|---|---|------------|-----------|---|------|---------|--|--|--|--|-----------------|
| Stock | | | | | | | | | | | | Aidan Citron 1999 Descendent Annuity Trust | | |
| Common Stock | 08/23/2010 | | G | V | <u>(1)</u> | 5,076,574 | D | \$ 0 | 0 | | | I | By Jeffrey Adam Citron 2003 Qualified Seven Year 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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy) | \$ 2.57 | 10/01/2010 | | A | 15,000 | <u>(2)</u> 10/01/2020 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Citron Jeffrey A C/O VONAGE HOLDINGS CORP. | X | X | | |

23 MAIN STREET
HOLMDEL, NJ 07733

Signatures

/s/ Joann Vought, Attorney-in-fact for Jeffrey A.
Citron

10/05/2010

__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).

Upon termination of the Jeffrey A. Citron 2003 Qualified Seven Year Annuity Trust, 312,950 shares of VG common stock were

(1) distributed to the reporting person, individually, and 2,381,812 shares were distributed to trusts for each of the reporting person's two (2) children.

(2) The options are 100% vested as of October 1, 2010.

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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