

Citron Jeffrey A
 Form 4
 October 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

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

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

C/O VONAGE HOLDINGS
 CORP., 23 MAIN 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

(Street)

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 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 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

Edgar Filing: Citron Jeffrey A - Form 4

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.

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. 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.

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.