

DAVID MORTON
Form 3
May 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
DAVID MORTON		(Month/Day/Year)	VONAGE HOLDINGS CORP [VG]	
(Last)	(First)	(Middle)	05/23/2006	
VONAGE HOLDINGS CORP., 23 MAIN STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOLDMDEL, NJ 07733			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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(Instr. 5)

Director Stock Option (right to buy)	Â <u>(1)</u>	08/08/2011	Common Stock	3,929	\$ 35	D	Â
Director Stock Option (right to buy)	Â <u>(2)</u>	07/11/2012	Common Stock	133,645	\$ 0.7	D	Â
Director Stock Option (right to buy)	Â <u>(3)</u>	08/13/2013	Common Stock	48,661	\$ 1.4	D	Â
Director Stock Option (right to buy)	Â <u>(4)</u>	08/01/2014	Common Stock	62,500	\$ 1.76	D	Â
Director Stock Option (right to buy)	Â <u>(5)</u>	09/01/2015	Common Stock	62,500	\$ 10.27	D	Â
Director Stock Option (right to buy)	Â <u>(6)</u>	12/01/2015	Common Stock	8,929	\$ 13.21	D	Â
Director Stock Option (right to buy)	Â <u>(7)</u>	03/01/2016	Common Stock	8,929	\$ 15.06	D	Â
Series A Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	312,428	\$ <u>(8)</u>	I	By David & Edward Cohen Trustees FBO Aaron
Series A Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	312,428	\$ <u>(8)</u>	I	By David & Edward Cohen Trustees FBO Claudia
Series A Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	312,428	\$ <u>(8)</u>	I	By David & Edward Cohen Trustees FBO Julien
Series A Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	312,428	\$ <u>(8)</u>	I	By David & Edward Cohen Trustees FBO Zachary
Series B Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	53,571	\$ <u>(8)</u>	D	Â
Series C Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	142,857	\$ <u>(8)</u>	D	Â
Series D Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	67,531	\$ <u>(8)</u>	D	Â
Series E Redeemable Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	72,985	\$ <u>(8)</u>	D	Â

Convertible Notes	12/16/2005	12/01/2010	Common Stock	\$ 202,955.56	\$ 14.22	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVID MORTON VONAGE HOLDINGS CORP. 23 MAIN STREET HOLDMDEL,Â NJÂ 07733	Â X	Â X	Â	Â

Signatures

/s/ Morton David 05/23/2006

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Currently exercisable.
 - (2) Currently exercisable.
 - (3) The options vest in four, equal annual installments beginning on August 13, 2003.
 - (4) The options vest in equal monthly installments over a period of four years beginning on September 1, 2004.
 - (5) The options vest in equal monthly installments over a period of four years beginning on October 1, 2005.
 - (6) The options vest in equal monthly installments over a period of four years beginning on January 1, 2006.
 - (7) The options vest in equal monthly installments over a period of four years beginning on April 1, 2006.
 - (8) The convertible preferred stock is immediately convertible on a 1:2.86 basis and has no expiration date.

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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