Citron Jeffrey A Form 4 March 09, 2011

FORM 4

OMB APPROVAL IISSION OMB

Number:

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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(b).

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			
(Last) (First) (Middle) 3. Dat (Mont			3. Date of Earliest Transaction (Month/Day/Year) 03/07/2011				(Check all applicable) X Director			
	(Street) EL, NJ 07733	4. If <i>A</i>	Amendment, Month/Day/Y	_	nal		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person	
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)		3. Transacti	4. Securition Dispos (Instr. 3,	ties Ac	equired (A) (D)	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 Stock	03/07/2011		S	50,000 (1)	D	\$ 4.173 (2)	9,464,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust	
Common Stock	03/08/2011		S	50,000 (1)	D	\$ 4.3644 (3)	9,414,086	I	By Kyra Elyse Citron 1999 Descendent Annuity	

Annuity Trust

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Common Stock	03/09/2011	S	50,000 (1)	D	\$ 4.4307 (4)	9,364,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock	03/07/2011	S	50,000 (1)	D	\$ 4.173 (2)	9,468,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock	03/08/2011	S	50,000 (1)	D	\$ 4.3644 (<u>3)</u>	9,418,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock	03/09/2011	S	50,000 (1)	D	\$ 4.4307 (4)	9,368,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock						32,880,556	D	
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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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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Date Expiration Title Number of Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Citron Jeffrey A

C/O VONAGE HOLDINGS CORP.
23 MAIN STREET

HOLMDEL, NJ 07733

Signatures

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

03/09/2011

**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).
- (1) Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was adopted on November 8, 2010 and reflects the advice of estate planning advisors with respect to trusts for Mr. Citron's children.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.12 to \$4.28. Upon (2) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.15 to \$4.51. Upon (3) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. The Common Stock was sold at prices ranging from \$4.30 to \$4.76. Upon (4) request, the Reporting Person will provide to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of shares of Common Stock sold at each separate price within the range.

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.

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