Edgar Filing: Citron Jeffrey A - Form 4

Citron Jeffrey A Form 4 May 04, 2011 FORM 4 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 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES MB Number: January 31, 2005 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Check in 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (b). State											
(Print or Type	e Responses)										
1. Name and Citron Jeff	Address of Reporting frey A	g Person <u>*</u>	Symbol			nd Ticker o DINGS		-	5. Relationship of Issuer		
(Last)	(First)	(Middle)				Fransactior			(Chec	k all applical	ble)
(M				(Month/Day/Year) 05/02/2011					X_ DirectorX_ 10% Owner below) Officer (give title below) Other (specify below)		
			onth/Day/Year) Applicable Line) _X_ Form filed by					oint/Group Filing(Check Dne Reporting Person Aore than One Reporting			
(City)	(State)	(Zip)	Tal	ble I - N	on-	Derivativ	e Secu	rities Aca	uired, Disposed of	f. or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transa Code (Instr.	ctic 8)		ies Ac ed of	equired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2011			S		50,000 (1)	D	\$ 5.1368 (2)	9,164,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock	05/03/2011			S		50,000 (1)	D	\$ 5.1023 (3)	9,114,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust

Common Stock	05/04/2011	S	50,000 (1)	D	\$ 4.8494 (4)	9,064,086	I	By Kyra Elyse Citron 1999 Descendent Annuity Trust
Common Stock	05/02/2011	S	50,000 (1)	D	\$ 5.1368 (2)	9,168,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock	05/03/2011	S	50,000 (1)	D	\$ 5.1023 (3)	9,118,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock	05/04/2011	S	50,000 (1)	D	\$ 4.8494 (<u>4)</u>	9,068,486	I	By Noah Aidan Citron 1999 Descendent Annuity Trust
Common Stock						32,883,781	D	
Common Stock						178,959	Ι	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.

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	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	5	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

				Amount
Code V (A)	Date Exercisable (D)	Expiration Date	Title	or Number of Shares

Reporting Owners

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Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Citron Jeffrey A C/O VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	Х	Х						
Signatures								
/s/ Joann Vought, Attorney-in-fact for Citron	r Jeffrey A	A .	05/04/2011					
** Signature of Reporting Person			Dat	e				
Evalenction of Deene		_						

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).
- Sale was made pursuant to a trading plan under Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, which was (1)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 \$5.06 to \$5.24. 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 \$4.96 to \$5.22. 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 \$4.60 to \$5.36. 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.