VONAGE HOLDINGS CORP

Form 4 May 26, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3

Number: 3235-0287

Expires: January 31, 2005

0.5

OMB APPROVAL

Estimated average burden hours per response...

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

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

05/24/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * Ridge Thomas J			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			NAGE I	HOLD:	INGS CORP [VG]	(Check all applicable)			
(Last)	(First) (M	iddle) 3. D	3. Date of Earliest Transaction						
		(Mo	nth/Day/Y	(ear)		_X_ Director	10%	6 Owner	
VONAGE HOLDINGS CORP., 23 MAIN STREET			05/24/2006			Officer (giv	ve titleOth below)	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			l(Month/Da	· ·	Ü	Applicable Line) _X_ Form filed by	•	<u>.</u>	
HOLMDEL	, NJ 07733					Form filed by Person			
(City)	(State)	Zip)	Table I -	Non-De	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securities	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Da	e, if Tra	ansactio	nAcquired (A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Co	ode	Disposed of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Y	ear) (In	istr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					or	Transaction(s)			
			_			(Instr. 3 and 4)			

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)

D

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

Code V Amount (D)

2,500

P

Price

\$ 17 2,500

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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. Transactic Code (Instr. 8)	5. Number owf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 15.06	03/01/2006		A	8,929	<u>(1)</u>	03/01/2016	Common Stock	8,929

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting of the removing	Director	10% Owner	Officer	Other	
Ridge Thomas J VONAGE HOLDINGS CORP. 23 MAIN STREET HOLMDEL, NJ 07733	X				

Signatures

**Signature of Reporting Person

/s/ Governor Thomas J. 05/26/2006 Ridge

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) The options vest in equal monthly installments over a period of four years beginning on April 1, 2006.

Date

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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