

VONAGE HOLDINGS CORP
Form 4
June 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
SANDELL SCOTT D

(Last) (First) (Middle)
1119 ST. PAUL STREET
(Street)
BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VONAGE HOLDINGS CORP [VG]

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (A) 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)
Common Stock	05/30/2006		C	8,500,000 A (1)	8,500,000	I	See Note 2 (2)
Common Stock	05/30/2006		C	4,000,000 A (3)	12,500,000	I	See Note 2 (2)
Common Stock	05/30/2006		C	4,750,820 A (4)	17,250,000	I	See Note 2 (2)
Common Stock	05/30/2006		C	3,841,551 A (5)	21,092,371	I	See Note 2 (2)
Common Stock	05/30/2006		C	5,557,534 A (4)	5,557,534	I	See Note 6 (6)
	05/30/2006		C	1,280,517 A (5)	6,838,051	I	

Common
StockSee Note
6 ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	
					V	(A) (D)		Title	Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	05/30/2006		C		2,975,000	<u>(1)</u> <u>(7)</u>	Common Stock	8,500,00
Series C Preferred Stock	<u>(3)</u>	05/30/2006		C		1,400,000	<u>(3)</u> <u>(7)</u>	Common Stock	4,000,00
Series D Preferred Stock	<u>(4)</u>	05/30/2006		C		1,662,787	<u>(4)</u> <u>(7)</u>	Common Stock	4,750,82
Series E Preferred Stock	<u>(5)</u>	05/30/2006		C		1,344,543	<u>(5)</u> <u>(7)</u>	Common Stock	3,841,55
Series D Preferred Stock	<u>(4)</u>	05/30/2006		C		1,945,137	<u>(4)</u> <u>(7)</u>	Common Stock	5,557,53
Series E Preferred Stock	<u>(5)</u>	05/30/2006		C		448,181	<u>(5)</u> <u>(7)</u>	Common Stock	1,280,51

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1119 ST. PAUL STREET			X	

