

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Tribolet Michael

(Last) (First) (Middle)

VONAGE HOLDINGS CORP., 23
 MAIN STREET

(Street)

HOLMDEL, NJ 07733

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

President, Vonage America Inc.

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2006		C		61,651	A	Ⓛ	61,651	D	
Common Stock	05/30/2006		C		6,205	A	Ⓛ	6,205	I	By Tribolet Grantor Retained Annuity Trust

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

SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Convertible Notes	\$ 14.22	01/31/2006		A	\$ 505,000		01/31/2006	12/01/2010	Common Stock
Convertible Notes	\$ 14.22	03/01/2006		A	\$ 7,462.78		01/31/2006	12/01/2010	Common Stock
Employee Stock Option (right to buy)	\$ 15.06	03/15/2006		A	107,143		<u>(2)</u>	03/15/2016	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/18/2006		D		2,172	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/18/2006		A	2,172		<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C		16,578	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	05/30/2006		C		2,172	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Redeemable Convertible	<u>(1)</u>	05/30/2006		C		5,000	<u>(1)</u>	<u>(1)</u>	Common Stock

