

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Cebula Wendy M</u><br><br>(Last) (First) (Middle)<br><u>C/O VISTAPRINT USA INCORPORATED</u><br><u>95 HAYDEN AVENUE</u><br><br>(Street)<br><u>LEXINGTON MA 02421</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VISTAPRINT LTD [ VPRT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President-Vistaprint N.A.</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/06/2009</u>         |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price     |   |  |   |
| Common Shares                   | 08/06/2009                           |  | M <sup>(1)(2)</sup>            |   | 7,500   | A          | \$12.33   | 20,378 <sup>(3)</sup>   | D  |   |
| Common Shares                   | 08/06/2009                           |  | S                              |   | 7,500   | D          | \$43.1536 | 12,878  | D  |   |
| Common Shares                   | 08/06/2009                           |  | M <sup>(1)(4)</sup>            |   | 6,000   | A          | \$23.31   | 18,878  | D  |   |
| Common Shares                   | 08/06/2009                           |  | S                              |   | 6,000   | D          | \$43.0598 | 12,878  | D  |   |
| Common Shares                   |                                      |  |                                |   |   |            |           | 1,000   | I  | See Footnote <sup>(5)</sup>                           |
| Common Shares                   |                                      |  |                                |   |   |            |           | 9,000   | I  | See Footnote <sup>(6)</sup>                           |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Nonqualified Share Option (Right to Buy)   | \$12.33  | 08/06/2009                           |  | M                              |   | 7,500  |     | 08/01/2008   | 05/31/2015      | Common Shares   | 7,500                                      | \$0  | 19,500  | D  |       |
| Nonqualified Share Option (Right to Buy)   | \$23.31  | 08/06/2009                           |  | M                              |   | 6,000  |     | 11/01/2007   | 08/04/2016      | Common Shares   | 6,000                                      | \$0  | 73,000  | D  |       |

**Explanation of Responses:**

- The exercise of options and the sale of common shares reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading program adopted by the reporting person on March 12, 2009.
- The price range for sales of these shares was between \$42.76 per share and \$43.49 per share. Upon appropriate request the reporting person will provide full information regarding the number of shares sold at each separate price.
- The number of shares reported in this column reflects a correction to the number of securities listed as being beneficially owned following reported transaction in the Reporting Person's Form 4 filed on July 17, 2009 which reported a sale of 10,000 shares held directly by the Reporting Person in error.
- The price range for sales of these shares was between \$42.5175 per share and \$43.41 per share. Upon appropriate request the reporting person will provide full information regarding the number of shares sold at each separate price.
- Shares held by the Wendy M. Cebula Revocable Family Trust. Ms. Cebula disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein. The number of shares reported in this column reflects a correction to the number of securities listed as being beneficially owned following reported transaction in the Reporting Person's Form 4 filed on July 17, 2009 which neglected to reflect a sale of 10,000 shares held indirectly by the Reporting Person.
- Shares held by the Richard A. Cebula Revocable Family Trust. Ms. Cebula disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

/s/ Lawrence A. Gold as  
Attorney in Fact for Wendy M. 08/10/2009  
Cebula

\*\* Signature of Reporting Person Date

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**