

**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
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<b>1. Name and Address of Reporting Person*</b> <u>Holian Janet</u>  (Last) (First) (Middle) <u>C/O VISTAPRINT USA, INCORPORATED</u> <u>100 HAYDEN AVE</u>  (Street) <u>LEXINGTON MA 02421</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VISTAPRINT LTD [ VPRT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and CMO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/07/2006</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	11/07/2006		s <sup>(1)</sup>		100	D	\$31.61	18,100 <sup>(2)</sup>	D	
Common Shares	11/07/2006		s		600	D	\$31.62	17,500	D	
Common Shares	11/07/2006		s		100	D	\$31.63	17,400	D	
Common Shares	11/07/2006		s		300	D	\$31.65	17,100	D	
Common Shares	11/07/2006		s		500	D	\$31.66	16,600	D	
Common Shares	11/07/2006		s		57	D	\$31.67	16,543	D	
Common Shares	11/07/2006		s		200	D	\$31.69	16,343	D	
Common Shares	11/07/2006		s		400	D	\$31.7	15,943	D	
Common Shares	11/07/2006		s		300	D	\$31.71	15,643	D	
Common Shares	11/07/2006		s		100	D	\$31.72	15,543	D	
Common Shares	11/07/2006		s		100	D	\$31.73	15,443	D	
Common Shares	11/07/2006		s		1,043	D	\$31.74	14,400	D	
Common Shares	11/07/2006		s		148	D	\$31.75	14,252	D	
Common Shares	11/07/2006		s		400	D	\$31.76	13,852	D	
Common Shares	11/07/2006		s		355	D	\$31.78	13,497	D	
Common Shares	11/07/2006		s		152	D	\$31.8	13,345	D	
Common Shares	11/07/2006		s		100	D	\$31.81	13,245	D	
Common Shares	11/07/2006		s		100	D	\$31.82	13,145	D	
Common Shares	11/07/2006		s		157	D	\$31.83	12,988	D	
Common Shares	11/07/2006		s		300	D	\$31.84	12,688	D	
Common Shares	11/07/2006		s		100	D	\$31.85	12,588	D	
Common Shares	11/07/2006		s		200	D	\$31.86	12,388	D	
Common Shares	11/07/2006		s		200	D	\$31.88	12,188	D	
Common Shares	11/07/2006		s		703	D	\$31.89	11,485	D	
Common Shares	11/07/2006		s		45	D	\$31.9	11,440	D	
Common Shares	11/07/2006		s		200	D	\$31.91	11,240	D	
Common Shares	11/07/2006		s		340	D	\$31.92	10,900	D	
Common Shares	11/07/2006		s		400	D	\$31.93	10,500	D	
Common Shares	11/07/2006		s		200	D	\$31.95	10,300	D	

**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	11/07/2006		S		400	D	\$31.96	9,900	D	

**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					

**Explanation of Responses:**

- The sale of common shares was effected pursuant to a Rule 10b5-1 trading program adopted by the seller on March 16, 2006.
- Separate sale transactions that were executed on 11/7/06 at the same price have been reported on an aggregate basis on a single line in Table I. The order in which sale transactions are set forth in Table I is not necessarily reflective of the sequence in which the sale transactions occurred in fact.

**Remarks:**

This is the second Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on November 7, 2006.

/s/ Harpreet Grewal as  
Attorney in Fact for Janet      11/09/2006  
Holian

\*\* Signature of Reporting Person      Date

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

\* 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.**