

**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* <u>Cebula Wendy M</u>  (Last) (First) (Middle) VISTAPRINT, 95 HAYDEN AVENUE  (Street) LEXINGTON MA 02421  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT N.V. [ VPRT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Operating Officer / Member of Management Board
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Ordinary Shares	01/28/2011		M <sup>(1)</sup>		11,200	A	\$37.51	35,477	D	
Ordinary Shares	01/28/2011		S <sup>(1)</sup>		11,200	D	\$50.0213 <sup>(2)</sup>	24,277	D	
Ordinary Shares	01/31/2011		M <sup>(1)</sup>		8,800	A	\$37.51	33,077	D	
Ordinary Shares	01/31/2011		S <sup>(1)</sup>		8,800	D	\$50.6027 <sup>(3)</sup>	24,277	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						Title
Share Option (right to buy)	\$37.51	01/28/2011		M		11,200		05/15/2008 <sup>(4)</sup>	05/15/2017	Ordinary Shares	11,200	\$0.00	33,514	D	
Share Option (right to buy)	\$37.51	01/31/2011		M		8,800		05/15/2008 <sup>(4)</sup>	05/15/2017	Ordinary Shares	8,800	\$0.00	24,714	D	

**Explanation of Responses:**

- The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on February 18, 2010.
- The price range for sales of these shares was between \$50.00 and \$50.16 per share. Upon appropriate request, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price range for sales of these shares was between \$50.00 and \$51.33 per share. Upon appropriate request, the reporting person will provide full information regarding the number of shares sold at each separate price.
- This share option vests over a four-year period: On the first anniversary of the grant date, 25% of the number of shares originally granted vest, and 6.25% of the original number of shares vest per quarter thereafter.

**Remarks:**

/s/Kathryn L. Leach, as attorney-in-fact for Wendy M. Cebula 02/01/2011

\*\* 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.