

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

| | | | | | | |
|--|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| <u>Holian Janet</u> | | | <u>VISTAPRINT LTD [VPRT]</u> | | <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and CMO</u> | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | |
| | | | <u>05/30/2006</u> | | | |
| <u>C/O VISTAPRINT USA, INCORPORATED</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| <u>100 HAYDEN AVE</u> | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (Street) | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| <u>LEXINGTON MA 02421</u> | | | | | | |
| (City) | (State) | (Zip) | | | | |

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 | 05/30/2006 | | s ⁽¹⁾ | | 500 | D | \$30.85 | 153,062 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 53 | D | \$30.89 | 153,009 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 399 | D | \$30.9 | 152,610 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 499 | D | \$30.91 | 152,111 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 199 | D | \$30.92 | 151,912 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 500 | D | \$30.93 | 151,412 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 1,350 | D | \$30.95 | 150,062 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 700 | D | \$30.98 | 149,362 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 400 | D | \$30.99 | 148,962 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 1,500 | D | \$31 | 147,462 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 1,508 | D | \$31.01 | 145,954 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 678 | D | \$31.02 | 145,276 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 1,200 | D | \$31.03 | 144,076 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 1,100 | D | \$31.05 | 142,976 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 800 | D | \$31.06 | 142,176 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 100 | D | \$31.07 | 142,076 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 1,064 | D | \$31.08 | 141,012 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | s ⁽¹⁾ | | 2,559 | D | \$31.09 | 138,453 | I | See footnote ⁽³⁾ |

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 | 05/30/2006 | | S ⁽¹⁾ | | 1,300 | D | \$31.1 | 137,153 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | S ⁽¹⁾ | | 741 | D | \$31.11 | 136,412 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | S ⁽¹⁾ | | 1,050 | D | \$31.12 | 135,362 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | S ⁽¹⁾ | | 300 | D | \$31.14 | 135,062 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | S ⁽¹⁾ | | 400 | D | \$31.17 | 134,662 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | S ⁽¹⁾ | | 600 | D | \$31.2 | 134,062 | I | See footnote ⁽³⁾ |
| Common Shares | 05/30/2006 | | S ⁽¹⁾ | | 500 | D | \$31.21 | 133,562 | I | See footnote ⁽³⁾ |
| Common Shares | | | | | | | | 4,000 | 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) | | | | | |

Explanation of Responses:

- The sale of common shares was effected pursuant to Rule 10b5-1 trading program adopted by the seller on March 16, 2006.
- Separate sale transactions that were executed on 05/30/2006 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.
- Represents securities held by trusts established by Ms. Holian's spouse. Ms. Holian disclaims beneficial ownership of such securities except to the extent of her pecuniary interest therein.

[Dean J. Breda as Attorney in](#) 05/31/2006
[Fact for Janet 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.