

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 | |
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|--|---|---|
| 1. Name and Address of Reporting Person * <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) | 2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT LTD [VPRT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and CMO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2006</u> | |
| | | 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 | | | |
| Common Shares | 12/07/2006 | | M ⁽¹⁾⁽²⁾ | | 25,000 | A | \$4.11 | 29,000 | D | |
| Common Shares | 12/07/2006 | | S | | 100 | D | \$31.13 | 28,900 | D | |
| Common Shares | 12/07/2006 | | S | | 100 | D | \$31.16 | 28,800 | D | |
| Common Shares | 12/07/2006 | | S | | 100 | D | \$31.2 | 28,700 | D | |
| Common Shares | 12/07/2006 | | S | | 100 | D | \$31.21 | 28,600 | D | |
| Common Shares | 12/07/2006 | | S | | 12 | D | \$31.24 | 28,588 | D | |
| Common Shares | 12/07/2006 | | S | | 300 | D | \$31.25 | 28,288 | D | |
| Common Shares | 12/07/2006 | | S | | 200 | D | \$31.26 | 28,088 | D | |
| Common Shares | 12/07/2006 | | S | | 188 | D | \$31.27 | 27,900 | D | |
| Common Shares | 12/07/2006 | | S | | 500 | D | \$31.28 | 27,400 | D | |
| Common Shares | 12/07/2006 | | S | | 300 | D | \$31.29 | 27,100 | D | |
| Common Shares | 12/07/2006 | | S | | 1,100 | D | \$31.3 | 26,000 | D | |
| Common Shares | 12/07/2006 | | S | | 700 | D | \$31.31 | 25,300 | D | |
| Common Shares | 12/07/2006 | | S | | 800 | D | \$31.32 | 24,500 | D | |
| Common Shares | 12/07/2006 | | S | | 100 | D | \$31.33 | 24,400 | D | |
| Common Shares | 12/07/2006 | | S | | 100 | D | \$31.34 | 24,300 | D | |
| Common Shares | 12/07/2006 | | S | | 200 | D | \$31.15 | 24,100 | D | |
| Common Shares | 12/07/2006 | | S | | 200 | D | \$31.38 | 23,900 | D | |
| Common Shares | 12/07/2006 | | S | | 200 | D | \$31.39 | 23,700 | D | |
| Common Shares | 12/07/2006 | | S | | 200 | D | \$31.4 | 23,500 | D | |
| Common Shares | 12/07/2006 | | S | | 500 | D | \$31.41 | 23,000 | D | |
| Common Shares | 12/07/2006 | | S | | 400 | D | \$31.42 | 22,600 | D | |
| Common Shares | 12/07/2006 | | S | | 276 | D | \$31.43 | 22,324 | D | |
| Common Shares | 12/07/2006 | | S | | 500 | D | \$31.44 | 21,824 | D | |
| Common Shares | 12/07/2006 | | S | | 824 | D | \$31.45 | 21,000 | D | |
| Common Shares | 12/07/2006 | | S | | 500 | D | \$31.46 | 20,500 | D | |
| Common Shares | 12/07/2006 | | S | | 27 | D | \$31.47 | 20,473 | D | |
| Common Shares | 12/07/2006 | | S | | 1,000 | D | \$31.48 | 19,473 | 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) | 4. Deemed Execution Date, if any (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of 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) |
|--|--|--------------------------------------|---|--------------------------------|--|--|--|--|---|--|
| Share Option (Right to Buy) | \$4.11 | 12/07/2006 | | M ⁽¹⁾ | 14,684 | Common Shares | \$0 | 0 | D | |
| Share Option (Right to Buy) | \$4.11 | 12/07/2006 | | M ⁽¹⁾ | 10,316 | Common Shares | \$0 | 29,350 | 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 seller on March 16, 2006.
- Separate sale transactions that were executed on 12/7/06 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 first Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on December 7, 2006.

/s/ Lawrence A. Gold as
Attorney in Fact

12/11/2006

** 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.