

| OMB APPROVAL                                 |           |
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**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*<br><u>Giannetto Michael</u><br><br>(Last) (First) (Middle)<br>VISTAPRINT,<br>95 HAYDEN AVENUE<br><br>(Street)<br>LEXINGTON MA 02421<br><br>(City) (State) (Zip)       | 2. Issuer Name and Ticker or Trading Symbol<br><u>VISTAPRINT N.V. [ 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) <input checked="" type="checkbox"/> Other (specify below)<br><u>CFO, Executive Vice President / Member of Management Board</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/22/2010                 |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |   |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                 | 12/22/2010                           |  | M <sup>(1)</sup>               |   | 2,500   | A          | \$33.47 | 5,822   | D  |   |
| Ordinary Shares                 | 12/22/2010                           |  | S <sup>(1)</sup>               |   | 3,500   | D          | \$44.54 | 2,322   | 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 |   |  |  |   |  | Amount or Number of Shares |
| Share Option (right to buy)                | \$33.47  | 12/22/2010                           |  | M                              |   |  | 2,500 | 05/15/2008 <sup>(2)</sup>                                | 08/06/2017      | Ordinary Shares   | 2,500                                      | \$0.00   | 5,700   | 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 9, 2010.
- This share option vests over a four-year period: On May 15, 2008, 25% of the number of shares originally granted vested, and 6.25% of the original number of shares vest per quarter thereafter.

**Remarks:**

/s/Kathryn L. Leach, as attorney-in-fact for Michael Giannetto 12/23/2010

\*\* 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.