П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 | | ROVAL |
|----------|-----|-----------|
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|----------------------|--------------|----|--|--|--|--|--|--|--|
| Estimated ave | erage burden | | | | | | | | |
| hours per resp | ponse: 0 | .5 | | | | | | | |
| <u> </u> | | _ | | | | | | | |

| 1. Name and Address of Reporting Person [*] Schowtka Alexander K | | | 2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT LTD</u> [VPRT] | | tionship of Reporting Pers all applicable) Director | son(s) to Issuer 10% Owner | | |
|--|---------|----------|--|---|---|-------------------------------|--|--|
| (Last) (First) (Middle) C/O VISTAPRINT USA, INCORPORATED | | | | Х | Officer (give title | Other (specify | | |
| | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | |
| | | PORATED | 09/05/2006 | | Executive VP a | nd COO | | |
| 100 HAYDEN AVE | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | |
| (Street) | | | | Line) | | | | |
| LEXINGTON | МА | 02421 | | X | Form filed by One Rep | orting Person | | |
| | | 02421 | | | Form filed by More that Person | One Reporting | | |
| (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) | Code (| ransaction Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
|---------------------------------|--|---|-------------------------|--|--------|---------------|---|---|---|------------|--|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Shares | 09/05/2006 | | M ⁽¹⁾ | | 7,767 | A | \$1.23 | 26,741 | D | | | |
| Common Shares | 09/05/2006 | | S | | 6,667 | D | \$24 | 20,074 ⁽²⁾ | D | | | |
| Common Shares | 09/05/2006 | | S | | 1,100 | D | \$23.91 | 18,974 | D | | | |
| Common Shares | 09/06/2006 | | М | | 18,900 | A | \$1.23 | 37,874 | D | | | |
| Common Shares | 09/06/2006 | | S | | 6,500 | D | \$23.25 | 31,374 | D | | | |
| Common Shares | 09/06/2006 | | S | | 6,500 | D | \$23.45 | 24,874 | D | | | |
| Common Shares | 09/06/2006 | | S | | 5,900 | D | \$23.4003 | 18,974 | D | | | |

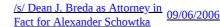
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | I 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 | Amount or Number of Shares | | | | |
| Share Option (Right to Buy) | \$1.23 | 09/05/2006 | | M ⁽¹⁾ | | | 7,767 | 09/25/2004 | 09/25/2010 | Common Shares | 7,767 | \$0 | 112,198 | D | |
| Share Option (Right to Buy) | \$1.23 | 09/06/2006 | | М | | | 18,900 | 09/25/2004 | 09/25/2010 | Common Shares | 18,900 | \$0 | 93,298 | D | |

Explanation of Responses:

1. 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 reporting person on March 10, 2006.

2. Separate sale transactions that were executed on a sale date 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.



** 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.