

**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* <b>Holian Janet</b>  (Last) (First) (Middle) <b>C/O VISTAPRINT USA, INCORPORATED</b> <b>100 HAYDEN AVE</b>  (Street) <b>LEXINGTON MA 02421</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VISTAPRINT LTD [ VPRT ]</b>	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) <b>Executive VP and CMO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/21/2006</b>	
		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	08/21/2006		s <sup>(1)</sup>		100	D	\$24.12	92,462 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.13	92,362	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		163	D	\$24.14	92,199	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		137	D	\$24.15	92,062	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.16	91,962	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		200	D	\$24.17	91,762	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.19	91,662	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.21	91,562	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.22	91,462	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		200	D	\$24.23	91,262	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		300	D	\$24.25	90,962	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		200	D	\$24.26	90,762	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		200	D	\$24.27	90,562	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.28	90,462	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.3	90,362	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		300	D	\$24.31	90,062	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.33	89,962	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		s		100	D	\$24.35	89,862	I	See footnote <sup>(3)</sup>

**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	08/21/2006		S		100	D	\$24.36	89,762	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		245	D	\$24.38	89,517	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		200	D	\$24.39	89,317	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		155	D	\$24.4	89,162	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		100	D	\$24.42	89,062	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		200	D	\$24.44	88,862	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		200	D	\$24.45	88,662	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		400	D	\$24.46	88,262	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		200	D	\$24.47	88,062	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		200	D	\$24.48	87,862	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		100	D	\$24.5	87,762	I	See footnote <sup>(3)</sup>
Common Shares	08/21/2006		S		100	D	\$24.52	87,662	I	See footnote <sup>(3)</sup>

**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					

**Explanation of Responses:**

- All of the sales of common shares reported on this Form 4 were effected pursuant to Rule 10b5-1 trading program adopted by the seller on March 16, 2006.
- Separate sale transactions that were executed on 08/21/2006 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.

**Remarks:**

This is the first Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on August 21, 2006.

Dean J. Breda as Attorney in Fact for Janet Holian      08/22/2006

\*\* 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.

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