SEC Form 4

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. <i>See</i> 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 APPROVAL OMB Number: 3235-0287 Estimated average burden

hours per response:	0.5
Estimated average burden	

1. Name and Add <u>PAGE LOU</u>	dress of Reporting F J <mark>IS</mark>	Person*	2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT LTD</u> [VPRT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Last) (First) (Middle) WINDOW TO WALL STREET 19 MILLER HILL ROAD (Street) DOVER MA 02030		(<i>'</i> ,	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2008	Officer (give title Other (specify below) below)
		02030	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting
(City)	(State)	(Zip)	—	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)	Transaction 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 (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Shares								308,452	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 Exerci Expiration Dat (Month/Day/Ye	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)	\$15.94	11/07/2008		A ⁽¹⁾		9,548		02/07/2009 ⁽²⁾	11/07/2018	Common Shares	9,548	\$0	9,548	D	
Restricted Share Units (Right to Acquire)	\$0	11/07/2008		A ⁽³⁾		6,900		02/07/2009 ⁽²⁾	11/07/2018	Common Shares	6,900	\$0	6,900	D	

Explanation of Responses:

1. The options were granted under the 2005 Non-Employee Director's Share Option Plan, as amended, pursuant to which each non-employee director of the Company automatically receives options to purchase Common Shares having a fair value (determined by the Black-Scholes method) of \$50,000, up to a maximum of 12,500 Common Shares, at each year's annual board meeting at which he or she serves as director.

2. Option and restricted share units vest as to 8.33% of the original number of Common Shares each successive three-month period following the grant date until the third anniversary of the grant date. 3. The restricted share units were granted under the Amended and Restated 2005 Equity Incentive Plan in accordance with the annual director conpensation guidelines approved by the board, which provide in part that each non-employee director of the Company automatically receives restricted share units having a fair value (determined by the Black-Scholes method) of \$110,000 at each year's annual meeting at which he or she serves as director.

> <u>Jeffrey Steele, as Attorney in</u> <u>Fact for Louis Page</u>

11/12/2008

Date

** Signature of Reporting Person

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.