

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Holian Janet</u>  (Last) (First) (Middle) <u>C/O VISTAPRINT USA, INCORPORATED</u> <u>95 HAYDEN AVENUE</u>  (Street) <u>LEXINGTON MA 02421</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTAPRINT N.V. [ 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>President-Vistaprint Europe</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/30/2009		M <sup>(1)</sup>		4,875	A	\$23.31	19,153	D	
Ordinary Shares	10/30/2009		S		1,700	D	\$50.4 <sup>(2)</sup>	19,153	D	
Ordinary Shares	10/30/2009		S		2,375	D	\$51.24 <sup>(3)</sup>	19,153	D	
Ordinary Shares	10/30/2009		S		700	D	\$52.29 <sup>(4)</sup>	19,153	D	
Ordinary Shares	10/30/2009		S		100	D	\$52.97	19,153	D	
Ordinary Shares	11/02/2009		M		3,888	A	\$0 <sup>(5)</sup>	19,153	D	
Ordinary Shares	11/02/2009		F		1,623	D	\$51.05	19,153	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
Nonqualified Share Option (Right to Buy)	\$23.31	10/30/2009		M		4,875		08/01/2007	08/04/2016	Ordinary Shares	4,875	\$0	85,125	D	
Restricted Share Units (Right to Acquire)	\$0	11/02/2009		M		3,888		11/02/2009	05/02/2012	Ordinary Shares	3,888	\$0	38,875	D	

**Explanation of Responses:**

- The exercise of options and the sales of ordinary shares reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading program adopted by the reporting person on May 6, 2009.
- The price range for sales of these shares was between \$49.76 per share and \$50.74 per share. Upon appropriate request the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price range for sales of these shares was between \$50.79 per share and \$51.75 per share. Upon appropriate request the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price range for sales of these shares was between \$51.84 per share and \$52.82 per share. Upon appropriate request the reporting person will provide full information regarding the number of shares sold at each separate price.
- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on 5/2/08. The original grant of 62,200 shares vests over a four year period; 25% on May 2, 2009 and 6.25% per quarter thereafter.

/s/ Kathryn L. Leach as  
Attorney in Fact for Janet 11/03/2009  
Holian

\*\* 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.

