

**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
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1. Name and Address of Reporting Person* <u>Cebula Wendy M</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 N.A.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2010</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	02/04/2010		M <sup>(1)</sup>		4,000	A	\$12.33	17,722	D	
Ordinary Shares	02/04/2010		M <sup>(1)</sup>		6,000	A	\$23.31	17,722	D	
Ordinary Shares	02/04/2010		S		9,100	D	\$53.6 <sup>(2)</sup>	17,722	D	
Ordinary Shares	02/04/2010		S		900	D	\$54.59 <sup>(3)</sup>	17,722	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						Title
Nonqualified Share Option (Right to Buy)	\$12.33	02/04/2010		M			4,000	11/01/2008	05/31/2015	Ordinary Shares	4,000	\$0	7,500	D	
Nonqualified Share Option (Right to Buy)	\$23.31	02/04/2010		M			6,000	05/01/2008	08/04/2016	Ordinary Shares	6,000	\$0	55,000	D	

**Explanation of Responses:**

- 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 12, 2009.
- The price range for sales of these shares was between \$53.10 per share and \$54.04 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 \$54.14 per share and \$54.92 per share. Upon appropriate request the reporting person will provide full information regarding the number of shares sold at each separate price.

/s/ Kathryn L. Leach as  
Attorney in Fact for Wendy M. Cebula 02/05/2010

\*\* 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.