

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

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

1. Name and Address of Reporting Person* FLANAGAN PAUL C (Last) (First) (Middle) C/O VISTAPRINT USA, INCORPORATED 100 HAYDEN AVENUE (Street) LEXINGTON MA 02421 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VISTAPRINT LTD [VPRT]	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) Executive VP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	05/03/2006		M		106,920	A	\$4.11	106,920	D	
Common Shares	05/03/2006		M		43,080	A	\$4.11	150,000	D	
Common Shares	05/03/2006		M		48,577	A	\$12.33	198,577	D	
Common Shares	05/03/2006		S		95,195	D	\$31.6	103,382 ⁽⁴⁾	D	
Common Shares	05/03/2006		S		5,200	D	\$31.85	98,182	D	
Common Shares	05/03/2006		S		2,900	D	\$31.86	95,282	D	
Common Shares	05/03/2006		S		100	D	\$31.865	95,182	D	
Common Shares	05/03/2006		S		1,705	D	\$31.87	93,477	D	
Common Shares	05/03/2006		S		80,000	D	\$31.9	13,477	D	
Common Shares	05/03/2006		S		100	D	\$31.92	13,377	D	
Common Shares	05/03/2006		S		8,277	D	\$31.95	5,100	D	
Common Shares	05/03/2006		S		100	D	\$31.965	5,000	D	
Common Shares	05/03/2006		S		5,000	D	\$31.98	0	D	
Common Shares	05/04/2006		M		38,923	A	\$12.33	38,923	D	
Common Shares	05/04/2006		S		16,130	D	\$31.95	22,793	D	
Common Shares	05/04/2006		S		1,500	D	\$31.96	21,293	D	
Common Shares	05/04/2006		S		5,253	D	\$31.97	16,040	D	
Common Shares	05/04/2006		S		16,040	D	\$31.98	0	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	Amount or Number of Shares				
Share Option (Right to Buy)	\$4.11	05/03/2006		M			106,920	(1)	02/28/2014	Common Shares	106,920	\$0	101,340	D	
Share Option (Right to Buy)	\$4.11	05/03/2006		M			43,080	(2)	02/28/2014	Common Shares	43,080	\$0	48,660	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	Amount or Number of Shares				
Share Option (Right to Buy)	\$12.33	05/03/2006		M			48,577	(3)	05/31/2015	Common Shares	48,577	\$0	301,423	D	
Share Option (Right to Buy)	\$12.33	05/04/2006		M			38,923	(3)	05/31/2015	Common Shares	38,923	\$0	262,500	D	

Explanation of Responses:

1. This option vests over a four year period on the following schedule: 50,670 shares on 2/23/05; 18,750 shares on each of 5/23/05, 8/23/05 and 11/23/05; 13,170 shares on 5/23/06; 18,750 shares on each of 8/23/06 and 11/23/06; 13,170 shares on 5/23/07; and 18,750 shares on each of 8/23/07 and 11/23/07. The vesting of this option may be accelerated upon the occurrence of certain events in accordance with the terms of a Transition Agreement or an Executive Retention Agreement to which the reporting person is a party.
2. This option vests over a four year period on the following schedule: 24,330 shares on 2/23/05; 18,750 shares on 2/23/06; 5,580 shares on 5/23/06; 18,750 shares on 2/23/07; 5,580 shares on 5/23/07; and 18,250 shares on 2/23/08. The vesting of this option may be accelerated upon the occurrence of certain events in accordance with the terms of a Transition Agreement or an Executive Retention Agreement to which the reporting person is a party.
3. This option vests over a four year period, 25% on May 1, 2006 and 6.25% per quarter thereafter. The vesting of this option may be accelerated upon the occurrence of certain events in accordance with the terms of an Executive Retention Agreement to which the reporting person is a party.
4. Separate sale transactions that were executed on the same transaction 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.

Dean J. Breda as Attorney in
Fact for Paul C. Flanagan 05/05/2006

** 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.

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.