FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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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

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					OI.	Section	11 30(1	ii) oi tiic	iiivcsti	iiciii C	onipany Act	01 13-0									
Name and Address of Reporting Person*     Cebula Wendy M						2. Issuer Name <b>and</b> Ticker or Trading Symbol VISTAPRINT LTD [ VPRT ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify						
(Last) (First) (Middle) C/O VISTAPRINT USA INCORPORATED 95 HAYDEN AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 09/18/2008									- X Officer (give title Other (specify below)  President-VistaPrint N.A.						
(Street) LEXINO	GTON M	IA	02421		_   4. l <sup>·</sup>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Ap Line)  X Form filed by One Reporting Perso Form filed by More than One Repo					son		
(City)	(S	tate)	(Zip)																		
			le I - N			_			·	d, D	isposed o			cially	1		1				
1. Title of Security (Instr. 3)				2. Transac Date (Month/Da		Exec if any	. Deemed ecution Date, any onth/Day/Year	Date,	3. Transaction Code (Instr. 8)		4. Securities Disposed O	s Acquired of (D) (Instr	cquired (A) or D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common	Common Shares 09/18/200								<b>M</b> <sup>(1)</sup>		4,000	A	\$12	.33	4,0	000		D			
Common	Shares			09/18/2	2008	08			S <sup>(2)</sup>		100	D	\$33.03		3,9	3,900		D			
Common	Shares			09/18/2	8008	08					300	D	\$33.32		3,600		D				
Common	Shares			09/18/2	2008	08					400	D	\$33.37		3,2	200		D			
Common Shares 09/18/200						08			S		400	D	\$33.882		2,8	300		D			
Common Shares 09/18/200									S		400	D	\$34.0076		2,4	400		D			
Common Shares 09/18/200					8008				S		400	D	\$34.1054		2,0			D			
Common Shares 09/18/20								S		400	D		\$34.113				D				
Common Shares 09/18/20								S	_	400	D	\$34.1544			1,200		D				
Common Shares 09/18/200										400	D	\$34.25		800		D					
Common Shares 09/18/200								S		400	D	\$34		40			D				
Common				09/18/2					S		100	D	+		300			D			
Common				09/18/2					S M <sup>(1)</sup>		300 6,000	D	\$23.31		6,000		D D				
				09/18/2		_			S		6,000	A D		35		0,000		D D			
			03/10/2	.000	$\vdash$					0,000		Ψ		36.0			т	See			
Common Shares															30,0				Footnote <sup>(3)</sup> See		
Common Shares															9,0	000			Footnote <sup>(4)</sup>		
		7	Table I	I - Deriva ן ,e.g.,	itive : outs,	Secu calls	ritie , wa	s Acc irrant	uired s, opt	, Dis	posed of converti	, or Bei ble sec	nefici curitie	ally ( es)	Owned						
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction 3A. Deemed 4 Execution Date Execution Date, or Exercise (Month/Day/Year) if any				4. Transa	ansaction of ode (Instr. Derivative		umber ivative urities uired or posed D) tr. 3, 4		Exerc	cisable and	7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)  8. Price of Derivative derivat Security Security Owned Follow Report Transa (Instr. 4)		ve es ially ng d tion(s)	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
					Code	v	(A) (D)		Date Exerci	sable	Expiration Date	Title	Amo or Num of Shar	ber							
Share Option (Right to Buy)	\$12.33	09/18/2008			M <sup>(1)</sup>			4,000	05/01/	2007	05/31/2015	Common Shares	4,0	00	\$0	46,0	000	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 Deri Sec Acq (A) ( Disp of (I	osed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and Amount of Securities Underlyind Derivative (Instr. 3 ar	f g Security	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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Share Option (Right to Buy)	\$23.31	09/18/2008		M			6,000	08/01/2007	08/04/2016	Common Shares	6,000	\$0	91,000	D	

## **Explanation of Responses:**

- 1. 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 seller on June 26, 2008.
- $2. \ Separate sale transactions that were executed on 9/18/08 at the same price have been reported on an aggregate basis on a single line in Table I. The order in which the sale transactions are set forth in Table I$ is not necessarily reflective of the sequence in which the sale transactions occurred in fact.
- 3. Shares held by the Wendy M. Cebula Revocable Family Trust. Ms. Cebula disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.
- 4. Shares held by the Richard A. Cebula Revocable Family Trust. Ms. Cebula disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

/s/ Lawrence A. Gold as Attorney in Fact for Wendy M. 09/22/2008 **Cebula** 

\*\* 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.