

**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*<br><u>Keane Robert S</u><br><br>(Last) (First) (Middle)<br><u>C/O VISTAPRINT USA, INCORPORATED</u><br><u>100 HAYDEN AVENUE</u><br><br>(Street)<br><u>LEXINGTON MA 02421</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VISTAPRINT LTD [ VPRT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CEO Pres. &amp; Chair. of the BODs</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/02/2006</u>         |  |

**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                   | 08/02/2006                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$21.3  | 244,585 <sup>(2)</sup>  | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.46 | 244,485   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.5  | 244,385   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.51 | 244,285   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.52 | 244,185   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.53 | 244,085   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.56 | 243,985   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.58 | 243,885   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.6  | 243,785   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.69 | 243,685   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.78 | 243,585   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.81 | 243,485   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.82 | 243,385   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.05 | 243,285   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.06 | 243,185   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.07 | 243,085   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 200   | D          | \$22.09 | 242,885   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.12 | 242,785   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.14 | 242,685   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.19 | 242,585   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.22 | 242,485   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.25 | 242,385   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.26 | 242,285   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.4  | 242,185   | D <sup>(3)</sup>   |   |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.45 | 586,400   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.57 | 586,300   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$21.72 | 586,200   | I  | See footnote <sup>(4)</sup>                           |

**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                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.04 | 586,100   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.12 | 586,000   | I  | See footnote <sup>(4)</sup>                           |
| Common Shares                   | 08/02/2006                           |  | S                              |   | 100   | D          | \$22.3  | 585,900   | I  | See footnote <sup>(4)</sup>                           |

**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 |   |  |  |   |  |

**Explanation of Responses:**

- All of the sales of common shares reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the sellers on February 18, 2006.
- 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.
- Shares held jointly by Mr. Keane and his spouse.
- Shares held by the Robert Keane 2003 Irrevocable Trust. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**Remarks:**

This is the first Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on August 2 and 3, 2006.

Dean J. Breda as Attorney in  
Fact for Robert S. Keane      08/03/2006

\*\* 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.