

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Keane Robert S</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 LTD [VPRT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO Pres. & Chair. of the BODs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2009</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			
Common Shares							65,381	I	See Footnote ⁽¹⁾	
Common Shares							842,375	I	See Footnote ⁽²⁾	
Common Shares							54,900	I	See Footnote ⁽³⁾	
Common Shares							527,200	I	See Footnote ⁽⁴⁾	
Common Shares							527,200	I	See Footnote ⁽⁵⁾	
Common Shares							93,000	D ⁽⁶⁾		

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				
Restricted Share Units (Right to Acquire)	\$0	05/07/2009		A		17,523		05/07/2010 ⁽⁷⁾	05/07/2019	Common Shares	17,523	\$0	17,523	D	
Nonqualified Share Option (Right to Buy)	\$34.25	05/07/2009		A		146,028		05/07/2010 ⁽⁷⁾	05/07/2019	Common Shares	146,028	\$0	146,028	D	

Explanation of Responses:

- Shares held by the Keane Family Foundation, Inc., a not for profit corporation of which Mr. Keane and his spouse are directors and executive officers. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The number of shares reported in this column reflects a correction to the number of securities listed as being beneficially owned following reported transaction in the Reporting Person's Form 4s filed between February 15, 2007 and May 7, 2009, each of which inadvertently overstated the number of shares held by the Keane Family Foundation by an amount equal to 3,500 shares due to an inadvertent understatement of the number of shares sold by the Keane Family Foundation on February 13, 2007 by the amount of 3,500 shares.
- Shares held by RHS Holdings Ltd. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by the Delaware 2001 Investment Trust, formerly the Keane Family Irrevocable Trust, a trust for the benefit of Mr. Keane's minor daughter. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by the Second Delaware 2003 Investment Trust, formerly the Heather K.L. McEvoy Keane 2003 Irrevocable Trust. Ms. Keane is Mr. Keane's spouse. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The number of shares reported in this column reflects a correction to the number of securities listed as being beneficially owned following reported transaction in the Reporting Person's Form 4s filed between June 6, 2007 and May 7, 2009 which resulted from inadvertent overstatements made in Form 4's filed on behalf of the Reporting Person on June 6, 2007 and February 25, 2008 in the amount of 100 shares and 800 shares, respectively, with respect to the number of securities listed as being beneficially owned following reported transaction for the Heather K.L. McEvoy Keane 2003 Irrevocable Trust.
- Shares held by the First Delaware 2003 Investment Trust, formerly the Robert Keane 2003 Irrevocable Trust. Mr. Keane disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The number of shares reported in this column reflects a correction to the number of securities listed as being beneficially owned following reported transaction in the Reporting Person's Form 4s filed between June 6, 2007 and May 7, 2009 which resulted from inadvertent overstatements made in Form 4's filed on behalf of the Reporting Person on June 6, 2007 and February 25, 2008 in the amount of 100 shares and 800 shares, respectively, with respect to the number of securities listed as being beneficially owned following reported transaction for the Robert Keane 2003 Irrevocable Trust.
- Shares held jointly by Mr. Keane and his spouse. The number of shares reported in this column reflects a correction to the number of securities listed as being beneficially owned following reported transaction in the Reporting Person's Form 4s filed between November 1, 2007 and May 7, 2009, each of which incorporated an inadvertent understatement of 40 shares in the number of securities listed as being beneficially owned jointly by Mr. Keane and his spouse following reported transaction in the Reporting Person's Form 4s filed on November 1, 2007.
- This grant vests over a four year period, 25% on May 7, 2010 and 6.25% per quarter thereafter.

/s/ Lawrence A. Gold as

05/11/2009

[Attorney in Fact for Robert S.
Keane](#)

** 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.

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