

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

1. Name and Address of Reporting Person* <u>Cebula Wendy M</u> <hr/> (Last) (First) (Middle) VISTAPRINT, 95 HAYDEN AVENUE <hr/> (Street) LEXINGTON MA 02421 <hr/> (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) <input checked="" type="checkbox"/> Other (specify below) Chief Operating Officer / Member of Management Board		
			3. Date of Earliest Transaction (Month/Day/Year) 05/05/2011			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		
			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	05/05/2011		M ⁽¹⁾		10,000	A	\$23.31	40,512	D	
Ordinary Shares	05/05/2011		S ⁽¹⁾		10,000	D	\$53.87 ⁽²⁾	30,512	D	
Ordinary Shares	05/06/2011		M		4,162 ⁽³⁾	A	\$0.00 ⁽⁴⁾	34,674	D	
Ordinary Shares	05/06/2011		F		1,738	D	\$54.02	32,936	D	
Ordinary Shares	05/07/2011		M		1,363 ⁽⁵⁾	A	\$0.00 ⁽⁴⁾	34,299	D	
Ordinary Shares	05/07/2011		F		570	D	\$53.64	33,729	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)	\$23.31	05/05/2011		M		10,000		08/01/2007 ⁽⁶⁾	08/04/2016	Ordinary Shares	10,000	\$0.00	2,500	D	
Restricted Share Units (right to acquire)	\$0.00 ⁽⁴⁾	05/06/2011		M		4,162		05/06/2011 ⁽⁷⁾	05/06/2014	Ordinary Shares	4,162	\$0.00	12,487	D	
Share Option (right to buy)	\$54.02	05/05/2011		A		21,232		05/05/2012 ⁽⁶⁾	05/05/2021	Ordinary Shares	21,232	\$0.00	21,232	D	
Restricted Share Units (rights to acquire)	\$0.00 ⁽⁴⁾	05/05/2011		A		21,288		05/05/2012 ⁽⁷⁾	05/05/2015	Ordinary Shares	21,288	\$0.00	21,288	D	
Restricted Share Units (rights to acquire)	\$0.00 ⁽⁴⁾	05/07/2011		M		1,363		05/07/2011 ⁽⁵⁾	05/07/2013	Ordinary Shares	1,363	\$0.00	10,904	D	

Explanation of Responses:

- These transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on April 1, 2011.
- The price range for sales of these shares was between \$53.53 and \$54.15 per share. Upon appropriate request, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 6, 2010. The original grant of 16,649 shares vests over a four year period: 25% on May 6, 2011 and 6.25% per quarter thereafter.
- Each restricted share unit represents the Company's commitment to issue one ordinary share.
- The shares acquired represent the number of shares that automatically vested pursuant to a grant of Restricted Share Units on May 7, 2009. The original grant of 21,807 shares vests over a four year period: 25% on May 7, 2010 and 6.25% per quarter thereafter.
- These share options vest over a four year period: on the Exercisable Date shown in Table II, 25% of the original number of options granted vest and 6.25% of the original number of options granted vest per quarter thereafter.
- These restricted share units vest over a four-year period: on the Exercisable Date shown in Table II, 25% of the number of shares originally granted vest, and 6.25% of the original number of shares vest per quarter thereafter.

thereafter.

Remarks:

/s/Kathryn L. Leach, as
attorney-in-fact for Wendy M.
Cebula

05/09/2011

** 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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