

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-02**

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### ISSUER

#### VISTAPRINT LTD

CIK: **1262976** | IRS No.: **980417483** | State of Incorporation: **DO** | Fiscal Year End: **0630**  
SIC: **2750** Commercial printing

Mailing Address  
C/O VISTAPRINT USA,  
INCORPORATED  
100 HAYDEN AVE.  
LEXINGTON MA 02421

Business Address  
CANON  
22 VICTORIA STREET  
HAMILTON DO HM 12  
781-547-6383

### REPORTING OWNER

#### Keane Robert S

CIK: **1337084**  
Type: **4** | Act: **34** | File No.: **000-51539** | Film No.: **061003409**

Mailing Address  
VISTAPRINT USA,  
INCORPORATED  
100 HAYDEN AVE.  
LEXINGTON MA 02421

Business Address  
781-890-8434

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Keane Robert S</b>			2. Issuer Name and Ticker or Trading Symbol <b>VISTAPRINT LTD [VPRT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO Pres. &amp; Chair. of the BODs</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/02/2006</b>					
C/O VISTAPRINT USA, INCORPORATED, 100 HAYDEN AVENUE			4. If Amendment, Date 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		
(Street) <b>LEXINGTON, MA 02421</b>								
(City)	(State)	(Zip)						

**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		<u>S</u> <sup>(1)</sup>		100	D	\$22.4	585,800 <sup>(2)</sup>	I	See footnote <sup>(4)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$21.45	586,400	I	See footnote <sup>(5)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$21.57	586,300	I	See footnote <sup>(5)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$21.71	586,200	I	See footnote <sup>(5)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$22.04	586,100	I	See footnote <sup>(5)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$22.12	586,000	I	See footnote <sup>(5)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$22.3	585,900	I	See footnote <sup>(5)</sup>
Common Shares	08/02/2006		<u>S</u>		100	D	\$22.4	585,800	I	See footnote <sup>(5)</sup>
Common Shares	08/03/2006		<u>S</u>		400	D	\$22.01	241,785	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.02	241,685	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		200	D	\$22.05	241,485	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.06	241,385	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.07	241,285	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.08	241,185	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.09	241,085	D <sup>(3)</sup>	

Common Shares	08/03/2006		<u>S</u>		200	D	\$22.12	240,885	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		200	D	\$22.14	240,685	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.17	240,585	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		74	D	\$22.19	240,511	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		26	D	\$22.21	240,485	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.22	240,385	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.24	240,285	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		200	D	\$22.29	240,085	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.32	239,985	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.4	239,885	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.49	239,785	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.5	239,685	D <sup>(3)</sup>	
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.01	585,700	I	See footnote <sup>(5)</sup>
Common Shares	08/03/2006		<u>S</u>		200	D	\$22.08	585,500	I	See footnote <sup>(5)</sup>
Common Shares	08/03/2006		<u>S</u>		100	D	\$22.1	585,400	I	See footnote <sup>(5)</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)				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 of Derivative Security: 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.
- Shares held by 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.

**Remarks:**

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

**Signatures**

Dean J. Breda as Attorney in Fact for Robert S. Keane

\*\* Signature of Reporting Person

08/03/2006

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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