

Miller P. Michael
Form 4
March 06, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller P. Michael

2. Issuer Name and Ticker or Trading Symbol
Vera Bradley, Inc. [VRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2208 PRODUCTION ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

FORT WAYNE, IN 46808

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	03/02/2012		S		74,460 (1)	D	\$ 38.699 (2)	7,130,521	I	See footnote (3)
Common Stock	03/02/2012		S		30,205 (1)	D	\$ 38.293 (4)	7,100,316	I	See footnote (5)
Common Stock	03/02/2012		S		29,300 (1)	D	\$ 38.834 (6)	7,071,016	I	See footnote (7)
Common Stock	03/02/2012		S		12,900 (1)	D	\$ 38.272 (8)	7,058,116	I	See footnote (9)

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(3) Shares reported in column 4 represent 74,460 shares sold by the Patricia R. Miller 2009 Annuity Trust. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,787,445 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,743,237 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.46, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) Shares reported in column 4 represent 30,205 shares sold by the Patricia R. Miller 2009 Annuity Trust. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,757,240 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,743,237 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.45 to \$39.44, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) Shares reported in column 4 represent 29,300 shares sold by Patricia R. Miller. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,757,240 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,713,937 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

(8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.44, inclusive. The reporting person undertakes to provide Vera Bradley, Inc., any security holder of Vera Bradley, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) Shares reported in column 4 represent 12,900 shares sold by Patricia R. Miller. Shares reported in column 5 represent shares beneficially held by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,757,240 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,701,037 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

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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