

Miller P. Michael
Form 4
February 17, 2012

FORM 4

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

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

**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

OMB APPROVAL

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(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)
02/15/2012

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

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

FORT WAYNE, IN 46808

(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	(A) or (D) Price			
Common Stock	02/15/2012		S	17,000 (1)	D \$ 38.033 (2)	7,212,216	I	See footnote (3)
Common Stock						49,489	D	
Common Stock	02/16/2012		S	7,235 (1)	D \$ 38.017 (4)	7,204,981	I	See footnote (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller P. Michael 2208 PRODUCTION ROAD FORT WAYNE, IN 46808	X	X		

Signatures

/s/ Anastacia S. Knapper, by power of attorney for P. Michael
Miller

02/17/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The shares in column 4 were sold pursuant to Rule 10b5-1 plans entered into on December 29, 2011.

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 \$38.19, 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.

Shares reported in column 4 represent 12,400 shares sold by the Patricia R. Miller 2009 Annuity Trust and 4,600 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, 1,866,740 shares held by the Patricia R. Miller 2009 Annuity Trust and 3,745,637 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 \$38.10, 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

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within the range set forth in this footnote.

Shares reported in column 4 represent 4,835 shares sold by the Patricia R. Miller 2009 Annuity Trust and 2,400 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, 1,861,905 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.

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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