Edgar Filing: Wojewuczki Matthew C. - Form 4

Wojewuczk Form 4 October 25.	ti Matthew C.									
Check t if no lor subject Section Form 4 Form 5 obligati may cor	STATES MENT OI rsuant to S (a) of the 1	Wa F CHAN Section	NGES IN SECUI 16(a) of th	N OMB Number: Expires: Estimated a burden hou response	Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5					
See Inst 1(b).	ruction	30(h)	of the I	nvestmen	t Compa	ny Act of 1	940			
1. Name and Address of Reporting Person <u>*</u> Wojewuczki Matthew C.			2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 2208 PRODUCTION ROAD			3. Date of Earliest Transaction (Month/Day/Year) 10/21/2010				(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) EVP ?? Operations			
FORT WA	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City)	(State)	(Zip)			~ • •	~	Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi nAcquired Disposed (Instr. 3,	ties (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect	
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	Perso inforr requi	ons who res nation con red to resp	or indirectly. spond to the coll tained in this form ond unless the for ntly valid OMB c	m are not orm	SEC 1474 (9-02)	

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Secu Acqu (A)	oosed D) r. 3,					(Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	10/21/2010		А	50		(2)	(2)	Common Stock	50	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships								
1	Director	10% Owner	Officer	Other					
Wojewuczki Matthew C. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808			EVP ?? Operations						
Signatures									
/s/ David R. Traylor, by Power Attorney	of	10/2	25/2010						
**Signature of Reporting Person		1	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) Converts into common stock on a one-for-one basis.
- (2) The restricted stock units were granted on October 21, 2010, under the Vera Bradley, Inc. 2010 Equity and Incentive Plan. The stock units vest and settle in common stock on the second anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.