

Miller P. Michael
Form 4
February 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)
02/02/2012

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 | 02/02/2012 | | S | 1,800 D \$ 38.015 (1) | 7,229,216 | I | See footnote (2) |
| Common Stock | 02/03/2012 | | S | 1,800 D \$ 38 (3) | 7,227,416 | I | See footnote (4) |
| Common Stock | | | | | 49,489 | D | |

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 02/06/2012

**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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.09, 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.
- (2) Shares reported in column 4 represent 1400 shares sold by the Patricia R. Miller 2009 Annuity Trust and 400 shares sold by Patricia R. Miller pursuant to Rule 10b5-1 plans entered into on December 29, 2011. 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, 1,879,140 held by the Patricia R. Miller 2009 Annuity Trust and 3,750,237 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 the Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.
- (3) 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 \$38.03, 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.

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Shares reported in column 4 represent 1400 shares sold by the Patricia R. Miller 2009 Annuity Trust and 400 shares sold by Patricia R. Miller pursuant to Rule 10b5-1 plans entered into on December 29, 2011. Shares reported in column 5 represent shares beneficially held (4) by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,877,740 held by the Patricia R. Miller 2009 Annuity Trust and 3,749,837 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 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. 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.