Ray Michael C. Form 4 March 31, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Washington, D.C. 20549 Number:

if no longer subject to Section 16. Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Ray Michael C.

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

2208 PRODUCTION ROAD

(Street)

FORT WAYNE, IN 46808 (State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

Vera Bradley, Inc. [VRA]

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

03/29/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s) (Instr. 3 and 4)

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 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 Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

1

De

Sec

Check this box

Form 5

obligations

may continue. See Instruction

Expires: Estimated average burden hours per

Issuer

below)

Person

_X__ Director

Applicable Line)

X_ Officer (give title

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Chief Executive Officer

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

OMB APPROVAL

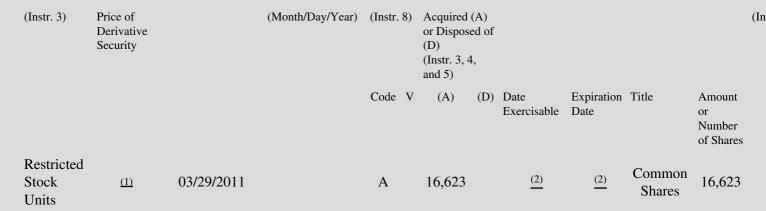
3235-0287

January 31,

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ray Michael C. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808	X		Chief Executive Officer	

Signatures

/s/ David R. Traylor, by Power of Attorney 03/31/2011

**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) Converts into common shares on a one-for-one basis.
- (2) The restricted stock units were granted under the Vera Bradley, Inc. 2010 Equity and Incentive Plan. The restricted stock units vest ratably and settle in common shares on each of the first, second and third anniversaries of the date of grant which was March 29, 2011.

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.

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