

Miller Patricia R.
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 Patricia R.

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2012		S	1,400 D	\$ 38.01 (1) 3,528,468	I	See footnote (2)
Common Stock	02/02/2012		S	400 (6) D	\$ 38.028 (3) 3,750,237	D	
Common Stock	02/03/2012		S	1,400 D	\$ 38 (4) 3,527,068	I	See footnote (5)
Common Stock	02/03/2012		S	400 (6) D	\$ 38 3,749,837	D	

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(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 \$38.055, 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.

(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 \$38.03, 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.

(5) Shares reported in column 4 represent 1400 shares sold by the Patricia R. Miller 2009 Annuity Trust pursuant to a Rule 10b5-1 plan entered into on December 29, 2011. Shares reported in column 5 represent shares beneficially held by Patricia R. 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 49,489 shares held by P. Michael 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.

(6) These shares were sold pursuant to a Rule 10b5-1 plan entered into on December 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.

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