Miller Patricia R. Form 4/A February 14, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 *

Miller Patricia R. Issuer Symbol Vera Bradley, Inc. [VRA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director X__ 10% Owner _ Other (specify Officer (give title 2208 PRODUCTION ROAD 10/26/2010 below) 6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

(Zin)

X Form filed by One Reporting Person 10/27/2010 Form filed by More than One Reporting

Applicable Line)

Person

FORT WAYNE, IN 46808

(State)

(City)

(City)	(State)	Tab	le I - Non-	Derivative Sec	curities	Acqui	ired, Disposed of	, or Beneficia	lly 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)	omr Disposed o	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	10/26/2010		S	3,460,000	D	\$ 16	5,687,022	I	See Footnotes (1) (2)	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Miller Patricia R.							
2208 PRODUCTION ROAD	X	X					
FORT WAYNE, IN 46808							

Signatures

/s/ David R. Traylor, by Power of Attorney 02/14/2011

**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).
 - P. Michael Miller and Patricia R. Miller are husband and wife. Shares reported in column 4 represent 1,188,344 shares sold by the P. Michael Miller 2009 Annuity Trust and 2,271,656 shares sold by the Patricia R. Miller 2009 Annuity Trust pursuant to the initial public offering of Vera Bradley, Inc., in which the P. Michael Miller 2009 Annuity Trust and the Patricia R. Miller 2009 Annuity Trust were
- (1) selling shareholders. Shares reported in column 5 represent shares beneficially owned by P. Michael Miller, including 1,066,654 shares held by the Patricia R. Miller 2007 Annuity Trust, 1,599,839 shares held by the Miller 2007 Dynasty Trust, 2,970,540 shares held by the Patricia R. Miller 2009 Annuity Trust, and 49,989 shares held by P. Michael Miller. P. Michael Miller is the trustee of the Patricia R. Miller 2007 Annuity Trust, the Miller 2007 Dynasty Trust, and the Patricia R. Miller 2009 Annuity Trust.
- This Form 4/A is being filed to correct an error on the Form 4 filed October 27, 2010, and to supply additional disclosure regarding the nature of Ms. Miller's indirect beneficial ownership. The Form 4 filed October 27, 2010, inadvertently omitted 3,000 shares of common stock held by P. Michael Miller and information regarding the nature of the indirect beneficial ownership of Ms. Miller's shares reported in column 5.

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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