

Miller Patricia R.  
Form 4/A  
April 20, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miller Patricia R.

(Last) (First) (Middle)

2208 PRODUCTION ROAD

(Street)

FORT WAYNE, IN 46808

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Vera Bradley, Inc. [VRA]

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

02/15/2012

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

02/17/2012

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
Common Stock	02/15/2012		S	4,600 (1)	\$ 38.024 (2)	3,745,237 (8)	D
Common Stock	02/15/2012		S	12,400 (1)	\$ 38.037 (3)	3,514,668	I See footnote (4)
Common Stock	02/16/2012		S	2,400 (1)	\$ 38.017 (5)	3,742,837	D
Common Stock	02/16/2012		S	4,835 (1)	\$ 38.017 (6)	3,509,833	I See footnote (7)

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

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SEC 1474  
(9-02)

**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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 Patricia R. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808	X	X		

## Signatures

/s/ Anastacia S. Knapper, by power of attorney for Patricia R. Miller

04/20/2012

\_\_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 shares reported in column 4 were sold pursuant to a Rule 10b5-1 plan entered into on December 29, 2011.

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 \$38.15, 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.

(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 \$38.19, 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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- (4) Shares reported in column 4 represent 12,400 shares sold by the Patricia R. Miller 2009 Annuity Trust. 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, 1,865,340 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 Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

- (5) 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 \$38.10, 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.

- (6) 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 \$38.085, 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.

- (7) Shares reported in column 4 represent 4,835 shares sold by the Patricia R. Miller 2009 Annuity Trust. 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, 1,860,505 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 Miller 2007 Dynasty Trust and the Patricia R. Miller 2009 Annuity Trust.

- (8) This Form 4/A is being filed to correct a mathematical error on the Form 4 filed February 17, 2012, which inadvertently overstated the shares of common stock held by (i) Patricia R. Miller by 400 common shares and (ii) the Patricia R. Miller 2009 Annuity Trust by 1,400 common shares.

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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