

Miller P. Michael
Form 4/A
February 14, 2011

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
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(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)
10/26/2010

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

FORT WAYNE, IN 46808

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/27/2010

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	10/26/2010		S	3,460,000	D \$ 16 10,704,666	I	See Footnotes (1) (2)
Common Stock					49,989	D ⁽¹⁾	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 P. Michael 2208 PRODUCTION ROAD FORT WAYNE, IN 46808	X	X		

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).

(1) 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 Mr. Miller's indirect 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 Mr. Miller's shares reported in column 5.

(2) 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 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 5,067,633 shares held by Patricia R. 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.

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.