Restricted

(1)

1. Converts into common shares on a one-for-one basis.

anniversaries of the date of grant which was March 29, 2011.

Explanation of Responses:

Stock Units

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to bindruction 1(b).  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(f) of the Investment Company Act of 1940  OMB APPROVAL    1. Name and Address of Reporting Person*  2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [ VR ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    2.0 B RODUCTION ROAD  2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [ VR ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    2.08 PRODUCTION ROAD  3. Date of Earliest Transaction (Month/Day/Year)  5. Individual or Joint/Group Filing (Check Applicable Line)    (Street) FORT WAYNE IN 46808  4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)    1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Sigposed Of (D) (Instr. 3, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4. Add (Instr. 4))  5. Anount of Disposed Of (D) (Instr. 3, 4. Add (Instr. 4))    1. Title of Security (Instr. 3)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities (g.g., puts, calls, warrants, options, convertible Securities Date and the perison densities  5. Number Sourties Securities Dacruites Securities  5. Numb			•						laching	aton DC	205	0		-						
Check the best find couper subject to obligations we continue. See instruction 1(b).  STATE Entertor OF CHANGES in the ElectroPict Control Contrel Contro Control Contrel Control Control Control Control Control				Washington, D.C. 20549											OMB	APPRO	VAL			
Nichols Jill A.  Vera Bradley, Inc. [ VRA ]  (Check all applicable)  (Check all applicable)    (ast)  (First)  (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  (Check all applicable)  (Check all applicable)    2208 PRODUCTION ROAD  3. Date of Earliest Transaction (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable)    (City)  (State)  (Zip)  4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable)    Inite of Security (Instr. 3)  Date of Earliest Transaction Date, (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  3. Securities Acquired (A) or (Month/Day/Year)  5. Amount of Security (Instr. 3.4 and 3)    1. Title of Security (Instr. 3)  2. Transaction Date, (Month/Day/Year)  3. Transaction Date, (Month/Day/Year)  3. Securities Acquired (A) or (Month/Day/Year)  5. Amount of Securities (Acquired (A) or (Month/Day/Year))  5. Amount of Securities Acquired (A) or (Month/Day/Year)  6. Ownership (Month/Day/Year)	Section obligat	d pursu	pursuant to Section 16(a) of the Securities Exchange Act of 1934									RSHIP		mated a	verage burde	n 🛛				
(Last)  (First)  (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  A below)  The below)  Delow)  Delow)  Delow)  EVPPhilanthropy&Community Rel    208 PRODUCTION ROAD  4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)    FORT WAYNE  IN  46808  4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)    City)  (State)  (Zip)  Transaction Date, if any (Month/Day/Year)  6. Securities Acquired (A) or Date (Month/Day/Year)  Form filed by More than One Reporting Person    1. Title of Security (Instr. 3)  2. Transaction Date, if any (Month/Day/Year)  2. Transaction Date, if any (Month/Day/Year)  3. A cemmed (e.g., puts, calls, warrants, options, convertible securities)  5. Amount of Securities (D) or Interet Securities (D) or Interet (D) (Instr. 4)  6. Ownership (Instr. 4)    1. Title of Security (Instr. 3)  3. Transaction (Month/Day/Year)  8. A beemed (e.g., puts, calls, warrants, options, convertible securities)  5. Amount of Security (Instr. 4)  6. Amount of Security (Instr. 4)  6. Number of Disposed of (D) (Instr. 4)  8. Price of Security (Instr. 4)  10. Ownership (Instr. 4)    1. Title of Security (Instr. 3)  3. Transaction (Month/Day/Year)  S. Ante of Transaction (Month/Day/Year) <td< td=""><td colspan="6"></td><td colspan="9"></td><td>neck all appl Direct</td><td>licable) tor</td><td colspan="2">le) 10% Ov</td><td>vner</td></td<>																neck all appl Direct	licable) tor	le) 10% Ov		vner
Control  Line  Line <thline< th="">  Line  Line</thline<>															below	1)	below)			
C(ty)    (State)    (Zip)    Person      Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned      1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year)    2. Deemed (Month/Day/Year)    3. Transaction (Month/Day/Year)    5. Number of of Cole (Month/Day/Year)    4. Securities Acquired, Disposed of, or Beneficially Owned (PO) (Instr. 3, and 4)    6. Ownership (Month/Day/Year)    6. Ownership (Month/Day/Year)    6. Ownership (Month/Day/Year)    6. Deemed (Light)    6. Ownership (Month/Day/Year)    6. Deemed (Light)    6. Ownership (Month/Day/Year)    6. Ownership (Month/Day/					4. lf /	4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person				'n	
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction Code (Instr. 4)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (Instr. 4)  6. Dat	(City) (State) (Zip)																			5
Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Execution Date, (Month/Day/Year)  Transaction (Month/Day/Year)  Transaction (Month/Day/Year)  Disposed Of (D) (Instr. 3, 4 and 5)  Securities (D) (Instr. 4)    1. Title of Derivative Security (Instr. 3)  2. (D) Anth/Day/Year)  3. Transaction Date (Instr. 4)  3. Deemed (Instr. 4)  4. (Transaction Date (Month/Day/Year)  5. Number of Date (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  8. Price of Derivative Securities  9. Number of Derivative Securities  10. (Ovmership (Instr. 4)  10. (Ovmership (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)  10. (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)  0. (Instr. 4)			Tab	le I - Non	-Deriva	ative	Secu	urities	S Acc	quired, I	Disp	osed o	of, o	r Ben	eficia	lly Owne	d			
Instruction  Image: Constraint of the c	Date					ay/Year) Execution		Date,	Transaction Code (Instr.		Disposed Of (D) (Instr. 3,		1 (A) or 7. 3, 4 an	4 and Securities Beneficially Owned Foll		Forn (D) o	n: Direct or Indirect nstr. 4)	of Indirect Beneficial Ownership		
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 Security  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Securities (Instr. 4)  9. Number of derivative Securities Securities (Instr. 4)  10. Ownership Form: Direct (D) or Indirect (Instr. 4)  10. Ownership Form: Direct (D) or Indirect (Instr. 4)  0. Ownership Form: Disposed of (D) (Instr. 4)  8. Price of Derivative Securities (Instr. 4)  8. Price of Derivative Securities (Instr. 4)  9. Number of derivative Securities (Instr. 4)  10. Ownership Form: Disposed of (D) (Instr. 4)  10. Ownership Form: Disposed of (D)  10. Ownership										Code	v	Amount		(A) or (D)	Price	Transaction				(Instr. 4)
Derivative Security (Instr. 3)  Date Or Exercise Price of Derivative Security  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Transaction Code (Instr. 8)  of Derivative Securite Acquired (A) or Disposed of (D) (Instr. 3, 4  Expiration Date (Month/Day/Year)  Amount of Securities (Instr. 3)  Derivative Securities (Instr. 4)  Ownership Securities (Instr. 4) Ownership Securities (Instr. 4)  <			Т													/ Owned				
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, if any		Fransaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date			Amount of Securities Underlying Derivative Secu			Derivative Security	derivativ Securitie Benefici Owned Followin Reporter Transact	ve es ially ng d tion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Г											]				

Date Exercisable

(2)

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

Expiration

(2)

Title

Common

Shares

of Attorney

Date

of Shares

3,989

/s/ David R. Traylor, by Power

\*\* Signature of Reporting Person

\$<mark>0</mark>

3,989

03/31/2011

Date

D

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

03/29/2011

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code V

A

(A)

3,989

(D)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.