FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						. ,				Ullipally Act		-							
1. Name and Address of Reporting Person* Nichols Jill A.					2. Issuer Name and Ticker or Trading Symbol Vera Bradley, Inc. [VRA]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 2208 PRODUCTION ROAD					3. Date of Earliest Transaction (Month/Day/Year) 10/26/2010									Λ	Office below	er (give title Oth w) belo		Other below	(specify
				4. If	Amen	dment,	Date	of Origir	nal File	ed (Month/Da	ay/Yea	r)			ual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				son
	Tab	le I - N	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or	Ben	eficia	lly O	wne	d			
Date				Execution Date,							Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	() (I	A) or O)	Price	Tr	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 10/26/20			2010			S		1,165,252	(1)	D	\$16	5	1,799,266			D			
Common Stock 10/26			10/26/2	2010	0		S		685,848		D \$1		6 0		0		T I	See Footnote ⁽²⁾	
	Ta	able II												/ Ow	ned			·	
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any			ion Date,		ransaction of Deriva) Secur Acqui (A) or Dispo of (D) (Instr.		ative rities ired osed	Expira	tion Da	ate	Amour		ount	Derival Securit (Instr. !		derivative Securities Beneficiall Owned Following Reported	у	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	S Jill A. (FODUCTION AYNE IN (SOBECURITY (Institute of Language	S Jill A. (First) ODUCTION ROAD AYNE IN (State) Tab Security (Instr. 3) Stock Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ODUCTION ROAD AYNE IN 46808 (State) (Zip) Table I - N Security (Instr. 3) Stock Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ODUCTION ROAD AYNE IN 46808 (State) (Zip) Table I - Non-Derive (Month/Date) Stock 10/26/2 Table II - Derive (Le.g., p) Table II - Derive (Le.g., p) 2. Table II - Derive (Le.g., p) (Month/Day/Year) 3. Transaction (Month/Day/Year)	(First) (Middle) ODUCTION ROAD AYNE IN 46808 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, compared to the privative of Derivative (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Conversion Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Month/Day/Year)	(First) (Middle) ODUCTION ROAD Table I - Non-Derivative Sector (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3)	(First) (Middle) ODUCTION ROAD Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr 2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 3. Date of Earlies 10/26/2010 2. Transaction Date (Month/Day/Year) 4. If Amendment, (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr 2. Table II - Derivative Securities (e.g., puts, calls, warr (month/Day/Year) 3. Transaction Or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Or Exercise Price of Derivative Security (Month/Day/Year)	(First) (Middle) ODUCTION ROAD Table I - Non-Derivative Securities Accurity (Instr. 3) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Stock Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year) Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed	Vera Bradley, Inc. [V Sill A. (First) (Middle) 3. Date of Earliest Transaction 10/26/2010 AYNE IN 46808 (State) (Zip) 4. If Amendment, Date of Origin 4. If Amendment, Date of Origin 5. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 6. Code (B.) Stock 10/26/2010 5. Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optic for Disposed of (D) (Instr. 3, 4 and 5) Vera Bradley, Inc. [V 3. Date of Earliest Transaction 10/26/2010 4. If Amendment, Date of Origin 4. If Amendment, Date of Origin 5. Transaction Code (Instr. Securities Acquired, (A) or Disposed of (D) (Instr. 3, 4 and 5)	Vera Bradley, Inc. [VRA] (First) (Middle) ODUCTION ROAD Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, of core exercise of Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of code (Instr. 8) Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of code (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Vera Bradley, Inc. [VRA]	Vera Bradley, Inc. [VRA] Vera Bradley, Inc. [VRA]	Vera Bradley, Inc. [VRA] 3. Date of Earliest Transaction (Month/Day/Year) 10/26/2010 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 3) (Code (Instr. 3)) (Code (In	Vera Bradley, Inc. VRA VRA Bradley, Inc. VRA B	Vera Bradley, Inc. [VRA] Vera Bradley, Inc. [VRA]	Vera Bradley, Inc. [VRA] Check all app Doliver Special Spe	Vera Bradley, Inc. [VRA] Vera Bradley, Inc. VRA (Check all applicable) Director Director Officer (give title below)	Vera Bradley, Inc. [VRA] Vera Bradley, Inc. [VRA] (Check all applicable) Director	Vera Bradley, Inc. [VRA] Vera Bradley, Inc. [VRA] (Check all applicable) (Check all app

Explanation of Responses:

- 1. Pursuant to the initial public offering of Vera Bradley, Inc., in which Jill A. Nichols was a selling shareholder.
- 2. Includes 155,214 shares sold by the Nichols Gift Trust and 530,634 shares sold by the Nichols 2009 Annuity Trust pursuant to the initial public offering of Vera Bradley, Inc., in which the Nichols Gift Trust and the Nichols 2009 Annuity Trust were selling shareholders.

/s/ David R. Traylor, by Power 10/27/2010 of Attorney

** Signature of Reporting Person Date

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

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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