

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Miller Patricia R.</u><br><br>(Last) (First) (Middle)<br><u>2208 PRODUCTION ROAD</u><br><br>(Street)<br><u>FORT WAYNE IN 46808</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Vera Bradley, Inc. [ VRA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/15/2012</u>            |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Common Stock                    | 02/15/2012                           |  | S                              |   | 4,600 <sup>(1)</sup>  | D          | \$38.024 <sup>(2)</sup> | 3,745,637   | D  |   |
| Common Stock                    | 02/15/2012                           |  | S                              |   | 12,400 <sup>(1)</sup>   | D          | \$38.037 <sup>(3)</sup> | 3,516,068   | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    | 02/16/2012                           |  | S                              |   | 2,400 <sup>(1)</sup>  | D          | \$38.017 <sup>(5)</sup> | 3,743,237   | D  |   |
| Common Stock                    | 02/16/2012                           |  | S                              |   | 4,835 <sup>(1)</sup>  | D          | \$38.017 <sup>(6)</sup> | 3,511,233   | I  | See footnote <sup>(7)</sup>                           |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- 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.
- 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.
- 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, 1,866,740 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.
- 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.
- 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.
- 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, 1,861,905 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.

/s/ Anastacia S. Knapper, by  
power of attorney for Patricia 02/17/2012  
R. Miller

\*\* 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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