Edgar Filing: Miller Patricia R. - Form 4/A

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| Form 4/A | | | | | | | | | | | |
|---|--|------------------------------|-------------------------------------|--------------------------|-------------------------------|-----------|---|--|--|---|--|
| | February 14, 2011 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | OMB APPROVAL | | | |
| | UNITED | STATES | | | AND EXCH 1, D.C. 2054 | | GE CO | OMMISSION | OMB Number: | 3235-0287 | |
| Check the if no lor subject to Section Form 4 | F CHANGES IN BENEFICIAL OWN SECURITIES | | | | | ERSHIP OF | Expires: Estimated a burden hou response | irs per | | | |
| Form 5 obligation may con <i>See</i> Inst 1(b). (Print or Type | ons Section 17(ruction | a) of the l | Public U | tility Ho | | any A | ct of | Act of 1934, 1935 or Section) | · | | |
| 1. Name and Address of Reporting Person <u>*</u> Miller Patricia R. | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| Middle) | | • | Fransaction | | | (Check | k all applicable | e) | |
| 2208 PRODUCTION ROAD | | | (Month/Day/Year) 10/26/2010 | | | | | X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below) | | | |
| (Street) FORT WAYNE, IN 46808 | | | Filed(Month/Day/Year) 10/27/2010 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | (Zin) | | | | | | Person | | | |
| (City) 1.Title of | (State) 2. Transaction Date | (Zip) 2A. Deem | | le I - Non- 3. | | | - | ired, Disposed of 5. Amount of | , or Beneficia 6. | lly Owned 7. Nature of | |
| Security (Instr. 3) | (Month/Day/Year) | Execution any (Month/D | Date, if | | ordr Disposed (Instr. 3, 4 ar | of (D) | Price | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 10/26/2010 | | | S | 3,460,000 | D | \$ 16 | 5,687,022 | Ι | See Footnotes (1) (2) | |

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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| 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Under Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne 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 | | | | | | |
|--|---------------|------------|---------|-------|--|--|--|
| I B | Director | 10% Owner | Officer | Other | | | |
| Miller Patricia R. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808 | Х | Х | | | | | |
| Signatures | | | | | | | |
| /s/ David R. Traylor, by Power Attorney | of | 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).

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

(1) 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 49,989 shares held by P. Michael 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.

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 Ms. Miller's indirect beneficial ownership. The Form 4 filed October 27, 2010, inadvertently omitted 3,000 shares of common

(2)stock held by P. Michael Miller and information regarding the nature of the indirect beneficial ownership of Ms. Miller's shares reported in column 5.

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.