

Hall Joan B.
Form 4
April 02, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hall Joan B.

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2013

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

C/O VERA BRADLEY, INC., 2208 PRODUCTION ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

FORT WAYNE, IN 46808

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	03/29/2013		M	403 A <u>1</u>	8,848,225	I	See footnote <u>(4)</u>
Common Shares	03/29/2013		A	3,597 <u>(2)</u> A \$ 0	8,851,822	I	See footnote <u>(5)</u>

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

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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)
Restricted Stock Units	(3)	03/29/2013		M	403	(1) (1)	Common Shares	403 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hall Joan B. C/O VERA BRADLEY, INC. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808		X		

Signatures

/s/ Anastacia S. Knapper, attorney-in-fact for Joan B. Hall 04/02/2013

**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) 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 anniversaries of the grant date, which was March 29, 2011.
- (2) Represents restricted stock units subject to vesting and forfeiture.
- (3) Converts into common shares on a one-for-one basis.
- (4) The shares in column 5 represent 8,810,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, of which Ms. Hall serves as co-trustee, and 37,756 shares held by her husband, Robert J. Hall. Ms. Hall disclaims beneficial ownership of and pecuniary interest in these shares.
- (5) The shares in column 5 represent 8,810,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, of which Ms. Hall serves as co-trustee, and 41,353 shares held by her husband, Robert J. Hall. Ms. Hall disclaims beneficial ownership of and pecuniary interest in these shares.

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- (6) The derivative securities in column 9 represent securities held by Ms. Hall's husband, Robert J. Hall. Ms. Hall disclaims beneficial ownership of and pecuniary interest in these securities.

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.