

SULLIVAN THOMAS D
Form 4
May 26, 2011

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 *
SULLIVAN THOMAS D

2. Issuer Name and Ticker or Trading Symbol
Lumber Liquidators Holdings, Inc.
[LL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 JOHN DEERE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board; Founder

TOANO, VA 23168

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/25/2011 | | S | V | 137,500 | D | |
| | | | | | \$ 26.168 | | |
| | | | | | (1) (2) | | |
| | | | | | 2,360,561 | D | |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 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) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|--|---|---|--|

| | | | | |
|------|---------------------|--------------------|-------|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Code | V | (A) | (D) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN THOMAS D 3000 JOHN DEERE ROAD TOANO, VA 23168 | X | | Chairman of the Board; Founder | |

Signatures

| | |
|--|------------|
| E. Livingston B. Haskell, Power-of-Attorney | 05/26/2011 |
| **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).
- (1) Weighted average sale price for prices ranging from \$26.00 to \$26.32. 20,300 shares were sold at \$26.00 per share; 2,200 shares were sold at \$26.01 per share; 3,800 shares were sold at \$26.02 per share; 5,700 shares were sold at \$26.03 per share; 800 shares were sold at \$26.08 per share; 2,400 shares were sold at \$26.09 per share; 514 shares were sold at \$26.10 per share; 3,702 shares were sold at \$26.11 per share; 9,533 shares were sold at \$26.12 per share; 400 shares were sold at \$26.13 per share; 10,551 shares were sold at \$26.14 per share; 5,200 shares were sold at \$26.15 per share; 5,400 shares were sold at \$26.16 per share; 40 shares were sold at \$26.18 per share; (continued in footnote 2)
- (2) 1,300 shares were sold at \$26.19 per share; 1,550 shares were sold at \$26.20 per share; 600 shares were sold at \$26.21 per share; 1,960 shares were sold at \$26.22 per share; 3,106 shares were sold at \$26.23 per share; 4,550 shares were sold at \$26.24 per share; 13,617 shares were sold at \$26.25 per share; 5,144 shares were sold at \$26.26 per share; 15,183 shares were sold at \$26.27 per share; 600 shares were sold at \$26.28 per share; 200 shares were sold at \$26.29 per share; 18,307 shares were sold at \$26.30 per share; 343 shares were sold at \$26.31 per share; 500 shares were sold at \$26.32 per share.

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.