

GRIFFITHS JEFFREY W
Form 4
May 11, 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 *
GRIFFITHS JEFFREY W

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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

C/O LUMBER LIQUIDATORS HOLDINGS, INC., 3000 JOHN DEERE ROAD

(Street)

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

TOANO, VA 23168

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/10/2011 | | M | 29,300 A \$ 7.83 | 39,300 | D | |
| Common Stock | 05/10/2011 | | S | 29,300 (1) D \$ 26.1405 (2) | 10,000 | D | |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to purchase) | \$ 7.83 | 05/10/2011 | | M | 29,300 | (3) 10/18/2016 | Common Stock | 29,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIFFITHS JEFFREY W C/O LUMBER LIQUIDATORS HOLDINGS, INC. 3000 JOHN DEERE ROAD TOANO, VA 23168 | X | | President and CEO | |

Signatures

/s/ E. Livingston B. Haskell, Power of Attorney for Jeffrey W. Griffiths

05/11/2011

__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) The sale of these shares was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 2, 2011.

Weighted average share price for prices ranging from \$26.00 to \$26.25. 100 shares were sold at each of the following prices: \$26.01, \$26.13 and \$26.215; 200 shares were sold at \$26.14 per share; 300 shares were sold at \$26.25 per share; 400 shares were sold at each of the following prices: \$26.03, \$26.08, \$26.106 and \$26.23; 495 shares were sold at \$26.12 per share; 500 shares were sold at \$26.09 per share; 505 shares were sold at \$26.16 per share; 700 shares were sold at each of the following prices: \$26.04 and \$26.24; 724 shares were sold at \$26.17 per share; 900 shares were sold at \$26.05 per share; 1,100 shares were sold at \$26.19 per share; 1,800 shares were sold at \$26.07 per share; 1,880 shares were sold at \$26.22 per share; 2,000 shares were sold at \$26.06 per share; 2,100 shares were sold at \$26.00 per share; 2,800 shares were sold at \$26.10 per share; 3,400 shares were sold at \$26.20 per share; 3,620 shares were sold at \$26.21 per share; and 3,676 shares were sold at \$26.18

(3) The option was granted on October 18, 2006 and became exercisable one quarter on each anniversary of the grant date.

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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