

PESCARA MARCO
Form 4
November 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
PESCARA MARCO

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)
11/08/2012

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 11/08/2012 | | M | | 4,578 | A | \$ 7.58 | 5,778 | D | |
| Common Stock | 11/08/2012 | | M | | 10,500 | A | \$ 10.69 | 16,278 | D | |
| Common Stock | 11/08/2012 | | M | | 6,274 | A | \$ 10.69 | 22,552 | D | |
| Common Stock | 11/08/2012 | | M | | 5,918 | A | \$ 24.19 | 28,470 | D | |
| Common Stock | 11/08/2012 | | M | | 1,500 | A | \$ 23.49 | 29,970 | D | |

Edgar Filing: PESCARA MARCO - Form 4

| | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|-------|---|
| Common Stock | 11/08/2012 | S | 24,000 | D | \$ 56.4606 <u>(6)</u> | 5,970 | D |
| Common Stock | 11/08/2012 | S | 4,770 | D | \$ 57.9017 <u>(7)</u> | 1,200 | 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)

| 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to purchase) | \$ 7.58 | 11/08/2012 | | M | 4,578 | <u>(1)</u> 07/13/2016 | Common Stock | 4,578 | |
| Stock Option (right to purchase) | \$ 10.69 | 11/08/2012 | | M | 10,500 | <u>(2)</u> 03/28/2018 | Common Stock | 10,500 | |
| Stock Option (right to purchase) | \$ 10.69 | 11/08/2012 | | M | 6,274 | <u>(3)</u> 03/12/2019 | Common Stock | 6,274 | |
| Stock Option (right to purchase) | \$ 24.19 | 11/08/2012 | | M | 5,918 | <u>(4)</u> 03/11/2020 | Common Stock | 5,918 | |
| Stock Option (right to purchase) | \$ 23.49 | 11/08/2012 | | M | 1,500 | <u>(5)</u> 03/03/2021 | Common Stock | 1,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PESCARA MARCO 3000 JOHN DEERE ROAD TOANO, VA 23168 | | | Chief Marketing Officer | |

Signatures

/s/ E. Livingston B. Haskell,
Power-of-Attorney

11/13/2012

__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 option was granted on July 13, 2006 and became exercisable one-third on each anniversary of the grant date; provided that vesting accelerated by one year upon the issuer's initial public offering.
- (2) The stock option vests in four equal annual installments beginning on March 28, 2009.
- (3) The stock option vests in four equal annual installments beginning on March 12, 2010.
- (4) The stock option vests in four equal annual installments beginning on March 11, 2011.
- (5) The stock option vests in four equal annual installments beginning on March 3, 2012.

(6) Weighted average sale price for prices ranging from \$56.29 to \$56.8366. 57 shares were sold at \$56.8366 per share; 100 shares were sold at each of the following prices: \$56.75 \$56.77, \$56.81, \$56.82, \$56.83 and \$56.832; 224 shares were sold at \$56.73 per share; 276 shares were sold at \$56.72 per share; 300 shares were sold at each of the following prices: \$56.70 and \$56.71; 500 shares were sold at \$56.7036 per share; 600 shares were sold at each of the following prices: \$56.62, \$56.63 and \$56.64; 700 shares were sold at \$56.38 per share; 950 shares were sold at \$56.37 per share; 1,000 shares were sold at \$56.36 per share; 4,100 shares were sold at \$56.34 per share; 5,585 shares were sold at \$56.32 per share; and 7,608 shares were sold at \$56.29 per share.

(7) Weighted average sale prices for prices ranging from \$57.85 to \$57.945. 100 shares were sold at each of the following prices: \$57.852 and \$57.855; 271 shares were sold at \$57.86 per share; 329 shares were sold at \$57.85 per share; 900 shares were sold at \$57.8501 per share; 1,083 shares were sold at \$57.90 per share; and 1,987 shares were sold at \$57.945 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.