

GRIFFITHS JEFFREY W
Form 4
May 12, 2011

FORM 4

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

OMB APPROVAL

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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)
05/11/2011

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 | 05/11/2011 | | M | 58,000 A \$ 7.83 | 68,000 | D | |
| Common Stock | 05/11/2011 | | S | 58,000 (1) D \$ 26.0837 (2) (3) | 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 | 05/11/2011 | | M | 58,000 | (4) 10/18/2016 | Common Stock | 58,000 |

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
05/12/2011

**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 sale price for prices ranging from \$26.00 to \$26.24. 42 shares were sold at \$26.098 per share; 70 shares were sold at \$26.125 per share; 82 shares were sold at \$26.106 per share; 96 shares were sold at \$26.235 per share; 100 shares were sold at each of the following prices: \$26.045, \$26.107 and \$26.116; 109 shares were sold at \$26.168 per share; 200 shares were sold at each of the following prices: \$26.129 and \$26.20; 204 shares were sold at \$26.23 per share; 400 shares were sold at \$26.24 per share; 400 shares were sold at \$26.21 per share; 500 shares were sold at \$26.19 per share; 791 shares were sold at \$26.16 per share; 800 shares were sold at \$26.15 per share; 976 shares were sold at \$26.09 per share; 1,100 shares were sold at \$26.07 per share; 1,242 shares were sold at \$26.04 per share; 1,306 shares were sold at \$26.06 per share; 1,803 shares were sold at \$26.03 per share; 2,300 shares were sold at \$26.05 per share (continued in Footnote 3)

(3) (Continued from Footnote 2) 3,090 shares were sold at \$26.11 per share; 3,197 shares were sold at \$26.01 per share; 4,244 shares were sold at \$26.00 per share; 5,000 shares were sold at \$26.08 per share; 5,095 shares were sold at \$26.12 per share; 5,750 shares were sold at \$26.10 per share; 5,860 shares were sold at \$26.13 per share; 5,935 shares were sold at \$26.14 per share; and 7,008 shares were sold at

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\$26.02 per share.

(4) 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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