

Lumber Liquidators Holdings, Inc.
 Form 4
 February 24, 2014

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

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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 *
LYNCH ROBERT M

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)
02/21/2014

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

TOANO, VA 23168
 (City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 02/21/2014 | | M | | 65,121 A \$ 26.73 | 99,337 | D |
| Common Stock | 02/21/2014 | | S | | 67,491 (2) D \$ 103.05 (3) (4) | 31,846 | D |
| Common Stock | 02/21/2014 | | S | | 7,630 (2) D \$ 103.1141 (5) | 24,216 | D |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 26.73 | 02/21/2014 | | M | 65,121 | <u>(1)</u> 01/17/2021 | Common Stock | 65,121 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LYNCH ROBERT M 3000 JOHN DEERE ROAD TOANO, VA 23168 | X | | President and CEO | |

Signatures

/s/ E. Livingston B. Haskell, Power of Attorney
Date: 02/24/2014

__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 stock option vests at the rate of 20% per year over five years beginning on January 17, 2012

(2) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2013.

(3) Average weighted sale price for prices ranging from \$102.90 to \$103.30. 100 shares were sold at each of the following prices: \$102.918, \$102.925, \$102.926, \$102.9475, \$102.95, \$102.96, \$102.968, \$103.0125, \$103.022, \$103.024, \$103.0625, \$103.072, \$103.075, \$103.085, \$103.105, \$103.11, \$103.13, \$103.1570, \$103.16, and \$103.165; 129 shares were sold at \$103.155 per share; 133 shares were sold at \$103.15 per share; 135 shares were sold at \$103.08 per share; 200 shares were sold at each of the following prices: \$102.914, \$102.915, \$102.956, \$102.97, \$103.018, \$103.145 and \$103.18; 289 shares were sold at \$103.07 per share; 300 shares were sold at \$102.91 per share; 500 shares were sold at each of the following prices: \$102.905, \$102.996, \$103.015, \$103.05, \$103.055, \$103.065 and \$103.125; 612 shares were sold at \$102.94 per share; 700 shares were sold at each of the following prices: \$102.92, \$102.945, \$103.005 and \$103.025 (continued in Footnote 4).

(4) (Continued from Footnote 3) 800 shares were sold at each of the following prices: \$102.935, \$103.06 and \$103.21; 811 shares were sold at \$103.22; 900 shares were sold at \$103.01 per share; 1,000 shares were sold at \$103.03 per share; 1,300 shares were sold at each of the following prices: \$102.93 and \$103.035; 1,746 shares were sold at \$102.99 per share; 2,000 shares were sold at \$103.04 per share; 2,100 shares were sold at \$103.10 per share; 2,200 shares were sold at \$102.90 per share; 3,100 shares were sold at \$103.02 per share; 4,089

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shares were sold at \$103.20 per share; 5,000 shares were sold at \$103.30 per share; 6,438 shares were sold at \$103.115 per share; 8,370 shares were sold at \$103.00 per share; and 13,439 shares were sold at \$102.98 per share.

- (5) Average weighted sale price for prices ranging from \$104.22 to \$104.26. 97 shares were sold at \$104.22 per share; 170 shares were sold at \$104.26 per share; 905 shares were sold at \$104.23 per share; and 6,458 shares were sold at \$104.25 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.

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