

Gordon Mariko O.
Form 4
August 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 *
**DARUMA ASSET
MANAGEMENT INC /NY**

(Last) (First) (Middle)

**80 WEST 40TH STREET, 9TH
FLOOR**

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.001 | 08/02/2011 | | P | 310 A \$ 16.207 | 2,796,940 | I | See Footnote (1) |
| Common Stock, par value \$0.001 | 08/03/2011 | | P | 840 A \$ 16.009 | 2,796,780 | I | See Footnote (1) |
| Common Stock, par value | 08/03/2011 | | P | 990 A \$ 16.009 | 2,798,770 | I | See Footnote (1) |

\$0.001

| | | | | | | | | |
|--|------------|---|-----|---|--------------|-----------|---|-------------------------------|
| Common Stock, par value \$0.001 | 08/03/2011 | P | 170 | A | \$ 16.009 | 2,798,940 | I | See Footnote <u>(1)</u> |
|--|------------|---|-----|---|--------------|-----------|---|-------------------------------|

Common
Stock, par
value
\$0.001

| | | | | | | |
|------------|---|-------|---|--------------|---|------------------|
| 08/10/2011 | S | 1,100 | D | \$ 14.501 | 0 | D ⁽²⁾ |
|------------|---|-------|---|--------------|---|------------------|

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DARUMA ASSET MANAGEMENT INC /NY
80 WEST 40TH STREET
9TH FLOOR
NEW YORK, NY 10018

X

Gordon Mariko O.
80 WEST 40TH STREET
9TH FLOOR
NEW YORK, NY 10018

X

Signatures

Daruma Asset Management, Inc., By: /s/ Mariko O. Gordon, Mariko O. Gordon, CFA, Chief Executive Officer

08/11/2011

__Signature of Reporting Person

Date

By: /s/ Mariko O. Gordon, Mariko O. Gordon, CFA

08/11/2011

__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).

The securities reported herein are held in the accounts of one or more investment advisory clients advised by Daruma Asset Management, Inc. Daruma Asset Management, Inc. may be deemed to be a beneficial owner of such securities by virtue of its role as the investment manager of such accounts and Mariko O. Gordon may be deemed to be a beneficial owner of such securities by virtue of her role as the Chief Executive Officer of Daruma Asset Management, Inc.
- (1)
 - (2) These securities are directly owned by Mariko O. Gordon, who is a reporting person.

Remarks:

(+) The Reporting Persons hereby disclaim beneficial ownership over the securities reported on this Form 4 except to the extent

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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