

SULLIVAN THOMAS D
 Form 4
 May 03, 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 *
 SULLIVAN THOMAS D

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)
 05/02/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board; Founder

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/02/2011 | | S | V | 284,000 | D | |
| | | | | | \$ 25.984 | | |
| | | | | | (1) (2) | | |
| | | | | | 3,017,220 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN THOMAS D 3000 JOHN DEERE ROAD TOANO, VA 23168 | X | X | Chairman of the Board; Founder | |

Signatures

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

05/03/2011

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) Weighted average sale price for prices ranging from \$25.75 to \$26.19. 2,300 shares were sold at \$25.75 per share; 200 shares were sold at \$25.77 per share; 789 shares were sold at \$25.78 per share; 7 shares were sold at \$25.79 per share; 6,826 shares were sold at \$25.795 per share; 4,800 shares were sold at \$25.81 per share; 5,704 shares were sold at \$25.82 per share; 500 shares were sold at \$25.83 per share; 500 shares were sold at \$25.83 per share; 10,000 shares were sold at \$25.85 per share; 236 shares were sold at \$25.94 per share; 39,559 shares were sold at \$25.95 per share; 1,600 shares were sold at \$25.96 per share; 9,105 shares were sold at \$25.98 per share; 154,907 shares were sold at 26.00 per share; 7,347 shares were sold at \$26.01 per share; 13,121 shares were sold at \$26.02 per share; 3,630 shares were sold at \$26.03 per share; 2,207 shares were sold at \$26.04 per share; 5,384 shares were sold at \$26.05 per share; 1,400 shares were sold at \$26.06 per share; (continued)

(2) (continued from previous footnote) 800 shares were sold at \$26.07 per share; 200 shares were sold at \$26.10 per share; 100 shares were sold at \$26.11 per share; 600 shares were sold at \$26.12 per share; 100 shares were sold at \$26.13 per share; 1,100 shares were sold at \$26.14 per share; 200 shares were sold at \$26.15 per share; 300 shares were sold at \$26.16 per share; 100 shares were sold at \$26.17 per share; 10,678 shares were sold at \$26.18 per share; 200 shares were sold at \$26.19 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.