

SULLIVAN THOMAS D
Form 4
May 31, 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 *
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)
05/26/2011

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

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 | (A) or (D) | Price |
| Common Stock | 05/26/2011 | | S | | 147,600 | D | | \$ 26.2374 (1) (2) (3) |
| Common Stock | 05/27/2011 | | S | | 13,160 | D | | \$ 26.0298 (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

E. Livingston B. Haskell,
Power-of-Attorney
Date: 05/27/2011

**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).

- Weighted average sale price for prices ranging from \$25.93 to \$26.50. 1,100 shares were sold at \$25.93 per share; 400 shares were sold at \$25.94 per share; 1,100 shares were sold at \$25.95 per share; 1,500 shares were sold at \$25.96 per share; 5,000 shares were sold at \$25.97 per share; 8,336 shares were sold at \$25.98 per share; 1,300 shares were sold at \$26.00 per share; 564 shares were sold at \$26.01 per share; 1,600 shares were sold at \$26.02; 500 shares were sold at \$26.04 per share; 315 shares were sold at \$26.09 per share; 335 shares were sold at \$26.10 per share; 250 shares were sold at \$26.11 per share; 1,600 shares were sold at \$26.12 per share; 200 shares were sold at \$26.13 per share; 491 shares were sold at \$26.14 per share; 309 shares were sold at \$26.15 per share; 300 shares were sold at \$26.16 per share; 9,800 shares were sold at \$26.17 per share; 700 shares were sold at \$26.18 per share; (continued in footnote 2)
- 400 shares were sold at \$26.19 per share; 1,000 shares were sold at \$26.20 per share; 2,868 shares were sold at \$26.21 per share; 2,917 shares were sold at \$26.22 per share; 4,782 shares were sold at \$26.23 per share; 15,133 shares were sold at \$26.25 per share; 6,100 shares were sold at \$26.26 per share; 100 shares were sold at \$26.26 per share; 200 shares were sold at \$26.27 per share; 11,900 shares were sold at \$26.28 per share; 100 shares were sold at \$26.29 per share; 32,300 shares were sold at \$26.30 per share; 3,400 shares were sold at \$26.31 per share; 4,798 shares were sold at \$26.32 per share; 3,300 shares were sold at \$26.33 per share; (continued in footnote 3)
- 100 shares were sold at \$26.34 per share; 15,900 shares were sold at \$26.35 per share; 200 shares were sold at \$26.36 per share; 2 shares were sold at \$26.37 per share; 1,700 shares were sold at \$26.38 per share; 200 shares were sold at \$26.40 per share; 600 shares were sold at \$26.44 per share; 3,000 shares were sold at \$26.45 per share; 300 shares were sold at \$26.46 per share; 300 shares were sold at \$26.48 per share; 200 shares were sold at \$26.49 per share; 100 shares were sold at \$26.50 per share.

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- (4) Weighted average sale price for prices ranging from \$26.00 to \$26.10. 4,641 shares were sold at \$26.00 per share; 1,300 shares were sold at \$26.02 per share; 1,800 shares were sold at \$26.03 per share; 700 shares were sold at \$26.04 per share; 3,019 shares were sold at \$26.05 per share; 200 shares were sold at \$26.06 per share; 700 shares were sold at \$26.07 per share; 400 shares were sold at \$26.08 per share; 300 shares were sold at \$26.09 per share; 100 shares were sold at \$26.10 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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