

GRIFFITHS JEFFREY W
Form 4
January 04, 2012

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 *
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)
01/03/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Advisor

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. Code | 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 | (A) or (D) | Price |
| Common Stock | 01/03/2012 | | M | | 103,000 | A | \$ 7.83 |
| Common Stock | 01/03/2012 | | S | | 103,000 (1) | D | 17.6814 (2) (3) (4) |
| Common Stock | 01/04/2012 | | M | | 17,000 | A | \$ 7.83 |
| Common Stock | 01/04/2012 | | S | | 17,000 (1) | D | \$ 17.361 (5) |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (right to purchase) | \$ 7.83 | 01/03/2012 | | M | 103,000 | <u>(6)</u> 10/18/2016 | Common Stock 103,000 |
| Stock Option (right to purchase) | \$ 7.83 | 01/04/2012 | | M | 17,000 | <u>(6)</u> 10/18/2016 | Common Stock 17,000 |

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 | | | Advisor | |

Signatures

/s/ E. Livingston B. Haskell, Power of Attorney for Jeffrey W. Griffiths
Date: 01/04/2012

__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 November 8, 2011.
 - (2) Weighted average sale price for prices ranging from \$17.32 to \$18.08. 16 shares were sold at \$17.39 per share; 22 shares were sold at \$17.66 per share; 64 shares were sold at \$17.46 per share; 100 shares were sold at each of the following prices: \$17.62, \$17.70, \$17.761,

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\$17.9205, \$17.995 and \$18.06; 106 shares were sold at \$17.61 per share; 150 shares were sold at \$17.785 per share; 200 shares were sold at \$17.735 per share; 268 shares were sold at \$17.34 per share; 300 shares were sold at each of the following prices: \$17.54, \$17.645, \$17.74, \$17.815, \$17.94, \$18.02 and \$18.08; 400 shares were sold at each of the following prices: \$17.63, \$17.72, \$17.775 and \$18.00; 500 shares were sold at each of the following prices: \$17.71, \$17.825, \$17.83, \$17.89, \$17.895 and \$17.97; 600 shares were sold at \$18.05 per share; 658 shares were sold at \$17.82 per share; 700 shares were sold at each of the following prices: \$17.50, \$17.84 and \$17.98 (continued in footnote 3).

- (Continued from footnote 2) 800 shares were sold at each of the following prices: \$17.32, \$17.40, \$17.51, \$17.87 and \$17.96; 889 shares were sold at \$17.86 per share; 900 shares were sold at each of the following prices: \$17.41 and \$17.90; 1,000 shares were sold at each of the following prices: \$17.36, \$17.73 and \$17.95; 1,053 shares were sold at \$17.91 per share; 1,096 shares were sold at \$17.38 per share;
- (3) 1,100 shares were sold at \$17.64 per share; 1,140 shares were sold at \$17.85 per share; 1,200 shares were sold at \$17.58 per share; 1,234 shares were sold at \$17.68 per share; 1,300 shares were sold at \$18.01 per share; 1,460 shares were sold at \$17.88 per share; 1,500 shares were sold at \$18.03 per share; 1,740 shares were sold at \$17.99 per share; 1,800 shares were sold at \$17.56 per share; 1,900 shares were sold at \$17.43 per share; 1,978 shares were sold at \$17.65 per share (continued in footnote 4).

- (Continued from footnote 3) 2,000 shares were sold at each of the following prices: \$17.44, \$17.69, \$17.81 and \$17.92; 2,100 shares were sold at \$17.53 per share; 2,166 shares were sold at \$17.67 per share; 2,251 shares were sold at \$17.42 per share; 2,336 shares were sold at \$17.45 per share; 2,441 shares were sold at \$17.33 per share; 2,500 shares were sold at \$17.55 per share; 2,659 shares were sold at \$17.78 per share; 2,860 shares were sold at \$17.93 per share; 3,094 shares were sold at \$17.60 per share; 3,191 shares were sold at \$17.79 per share; 3,600 shares were sold \$17.80 per share; 3,879 shares were sold at \$17.37 per share; 4,700 shares were sold at \$17.75 per share; 4,800 shares were sold at \$17.77 per share; 4,900 shares were sold at \$17.76 per share; and 5,900 shares were sold at \$17.57 per share.

- Weighted average sales price for prices ranging from \$17.22 to \$17.46. 100 shares were sold at each of the following prices: \$17.22, \$17.305, \$17.31, \$17.361 and \$17.401; 200 shares were sold at \$17.34 per share; 300 shares were sold at each of the following prices: \$17.28, \$17.30, \$17.3004, \$17.42, \$17.44 and \$17.46; 302 shares were sold at \$17.33 per share; 400 shares were sold at each of the following prices: \$17.29 and \$17.315; 600 shares were sold at each of the following prices: \$17.24, \$17.39 and \$17.40; 900 shares were sold at \$17.41 per share; 1,600 shares were sold at \$17.36 per share; 2,200 shares were sold at \$17.35 per share; 2,298 shares were sold at \$17.38 per share; and 4,600 shares were sold at \$17.37 per share.

- (6) 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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