

MARCUS HAVARD FRANKLIN JR
 Form 4
 May 01, 2013

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 *
MARCUS HAVARD FRANKLIN JR

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)
 04/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President, Finance

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	(D)	Price
Common Stock	04/29/2013		M		4,761	A	\$ 7.58
Common Stock	04/29/2013		M		13,329	A	\$ 10.69
Common Stock	04/29/2013		M		2,071	A	\$ 24.19
Common Stock	04/29/2013		M		1,426	A	\$ 23.49
Common Stock	04/29/2013		S		21,087	D	\$ 82.6991
							1,500
							<u>(6)</u>

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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)	8. Amount or Number of Shares
Stock Option (right to purchase)	\$ 7.58	04/29/2013		M	4,761	<u>(1)</u> 07/13/2016	Common Stock	4,761
Stock Option (right to purchase)	\$ 10.69	04/29/2013		M	7,000	<u>(2)</u> 03/28/2018	Common Stock	7,000
Stock Option (right to purchase)	\$ 10.69	04/29/2013		M	6,329	<u>(3)</u> 03/12/2019	Common Stock	6,329
Stock Option (right to purchase)	\$ 24.19	04/29/2013		M	2,071	<u>(4)</u> 03/11/2020	Common Stock	2,071
Stock Option (right to purchase)	\$ 23.49	04/29/2013		M	1,426	<u>(5)</u> 03/03/2021	Common Stock	1,426

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARCUS HAVARD FRANKLIN JR
3000 JOHN DEERE ROAD
TOANO, VA 23168

Vice President, Finance

Signatures

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

05/01/2013

__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 option was granted on July 13, 2006 and one-quarter became exercisable on each anniversary of the grant; provided that vesting accelerated by one year upon the issuer's initial public offering.
- (2) The stock option vests in four equal annual installments beginning on March 28, 2009.
- (3) The stock option vests in four equal annual installments beginning on March 12, 2010.
- (4) The stock option vests in four equal annual installments beginning on March 11, 2011.
- (5) The stock option vests in four equal annual installments beginning on March 3, 2012.

- Weighted average sale price for prices ranging from \$82.50 to \$82.995. 50 shares were sold at each of the following prices: \$82.76, \$82.78 and \$82.91; 87 shares were sold at \$82.97 per share; 100 shares were sold at each of the following prices: \$82.785, \$82.8901, \$82.905, \$82.95, \$82.965 and \$82.99; 200 shares were sold at each of the following prices: \$82.81; \$82.955 and \$82.985; 300 shares
- (6) were sold at each of the following prices: \$82.935, \$82.94 and \$82.96; 400 shares were sold at \$82.995 per share; 623 shares were sold at \$82.80 per share; 900 shares were sold at \$82.77 per share; 962 shares were sold at \$82.63 per share; 1,000 shares were sold at \$82.90 per share; 1,100 shares were sold at \$82.55 per share; 1,350 shares were sold at \$82.89 per share; 1,400 shares were sold at \$82.82 per share; 2,115 shares were sold at \$82.75 per share; 3,900 shares were sold at \$82.50 per share; and 5,000 shares were sold at \$82.60 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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