

MATHERNE ELIZABETH JEAN
 Form 4
 November 02, 2012

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 *
 MATHERNE ELIZABETH JEAN

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)
 11/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Human Resources

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/01/2012 | | M | 2,039 A \$ 23.49 | 6,039 | D | |
| Common Stock | 11/01/2012 | | M | 3,946 A \$ 24.19 | 9,985 | D | |
| Common Stock | 11/01/2012 | | S | 5,985 D \$ 56.4081 (1) | 4,000 | 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)

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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) | \$ 23.49 | 11/01/2012 | | M | 2,039 | ⁽²⁾ 03/03/2021 | Common Stock | 2,039 |
| Stock Option (right to purchase) | \$ 24.19 | 11/01/2012 | | M | 3,946 | ⁽³⁾ 03/11/2020 | Common Stock | 3,946 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATHERNE ELIZABETH JEAN 3000 JOHN DEERE ROAD TOANO, VA 23168 | | | SVP, Human Resources | |

Signatures

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

11/02/2012

**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) Average weighted sale price for prices ranging from \$56.38 to \$56.41. 100 shares were sold at each of the following prices: \$56.382 and \$56.384; 200 shares were sold at \$56.38 per share; and 5,585 shares were sold at \$56.41 per share.
- (2) The stock option vests in four equal annual installments beginning on March 3, 2012.
- (3) The stock option vests in four equal annual installments beginning on March 11, 2011.

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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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