

MARCUS HAVARD FRANKLIN JR  
 Form 4  
 February 26, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 02/25/2013

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

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)
			Code	V	Amount	(D)	Price
Common Stock	02/25/2013		M		15,000	A	\$ 7.58
							16,000
Common Stock	02/25/2013		S		11,354	D	\$ 56.7661
							(2)
Common Stock	02/25/2013		S		3,646	D	\$ 58.3556
							1,000
							(3)

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)	Amount or Number of Shares
Stock Option (right to purchase)	\$ 7.58	02/25/2013		M	15,000	(1) 07/13/2016	Common Stock	15,000

## 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

02/26/2013

\_\_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.
- Average weighted sale price for prices ranging from \$56.50 to \$57.36. 100 shares were sold at each of the following prices: \$56.73, \$56.75, \$56.77, \$56.78, \$57.31 and \$57.35; 200 shares were sold at each of the following prices: \$56.74, \$57.29, \$57.32 and \$57.34; 300 shares were sold at \$57.33 per share; 400 shares were sold at each of the following prices: \$56.72 and \$57.26; 650 shares were sold at \$56.50 per shares; 800 shares were sold at \$57.36 per share; 1,054 shares were sold at \$57.28 per share and 6,350 shares were sold at \$56.51 per share.
- (3) Average weighted sale price for prices ranging from \$58.25 to \$58.80. 700 shares were sold at \$58.80 per share and 2,946 shares were sold at \$58.25 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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