

LYNCH ROBERT M
Form 4
May 16, 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 *
LYNCH ROBERT M

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)
05/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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	05/14/2013		M		51,157	A	\$ 26.73
							109,873
Common Stock	05/14/2013		S		51,157	D	\$ 89.8621
							(2)
Common Stock	05/15/2013		M		28,843	A	\$ 26.73
							87,559
Common Stock	05/15/2013		S		18,343	D	\$ 89.0561
							(3)
	05/15/2013		S		10,500	D	
							58,716

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Common Stock \$ 90.1238
(4)

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

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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	\$ 26.73	05/14/2013		M	51,157	<u>(1)</u> 01/17/2021	Common Stock	51,157
Stock Option	\$ 26.73	05/15/2013		M	28,843	<u>(1)</u> 01/17/2021	Common Stock	28,843

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH ROBERT M 3000 JOHN DEERE ROAD TOANO, VA 23168	X		President and CEO	

Signatures

/s/ E. Livingston B. Haskell, Power of Attorney 05/16/2013
 **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 stock option vests at the rate of 20% per year over five years beginning on January 17, 2012.
- (2)

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Weighted average sale price for prices ranging from \$89.80 to \$90.04. 64 shares were sold at \$90.04 per share; 300 shares were sold at each of the following prices: \$90.01 and \$90.02; 15,171 shares were sold at \$90.00 per share; and 35,322 shares were sold at \$89.80 per share.

- Weighted average sale price for prices ranging from \$88.82 to \$89.50. 3 shares were sold at \$88.89 per share; 97 shares were sold at \$88.82 per share; 100 shares were sold at each of the following prices: \$88.8225, \$88.83, \$88.86, \$88.935 and \$89.01; 200 shares were
- (3) sold at \$88.921 per share; 300 shares were sold at \$88.92 per share; 500 shares were sold at \$88.93 per share; 700 shares were sold at \$88.9254 per share; 2,000 shares were sold at \$89.45 per share; 2,500 shares were sold at \$88.8297 per share; 2,600 shares were sold at \$88.9275 per share; 2,700 shares were sold at \$88.9154 per share; and 3,900 shares were sold at \$89.00 per share.
- (4) Average weighted share price for prices ranging from \$90.00 to \$90.20. 2,500 shares were sold at \$90.00 per share; 3,000 shares were sold at \$90.10 per share; and 5,000 shares were sold at \$90.20 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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