

MATHERNE ELIZABETH JEAN
 Form 4
 May 07, 2013

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 *
 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)
 05/06/2013

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/06/2013		M	2,039 A \$ 23.49	6,039	D	
Common Stock	05/06/2013		M	3,112 A \$ 24.35	9,151	D	
Common Stock	05/06/2013		M	1,973 A \$ 24.19	11,124	D	
Common Stock	05/06/2013		S	7,124 D \$ 83.4519	4,000	D	

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)	\$ 23.49	05/06/2013		M	2,039	<u>(1)</u> 03/03/2021	Common Stock	2,039
Stock Option (right to purchase)	\$ 24.35	05/06/2013		M	3,112	<u>(2)</u> 03/22/2022	Common Stock	3,112
Stock Option (right to purchase)	\$ 24.19	05/06/2013		M	1,973	<u>(3)</u> 03/11/2020	Common Stock	1,973

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

05/07/2013

__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 in four equal annual installments beginning on March 3, 2012.
- (2) The stock option vests in four equal annual installments beginning on March 22, 2013.
- (3) The stock option vests in four equal annual installments beginning on March 11, 2011.
- (4) Average weighted sale price for for prices ranging from \$83.45 to \$83.535. 125 shares were sold at \$83.53 per share; 130 shares were sold at \$83.47 per share; and 6,869 shares were sold at \$83.45 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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