

SULLIVAN THOMAS D
 Form 4
 May 06, 2011

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 *
 SULLIVAN THOMAS D

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)
 05/05/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board; Founder

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	(A) or (D) Price
Common Stock	05/05/2011		S				\$ 25.4308 (1) (2)
					2,917,220	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN THOMAS D 3000 JOHN DEERE ROAD TOANO, VA 23168	X	X	Chairman of the Board; Founder	

Signatures

E. Livingston B. Haskell,
Power-of-Attorney
Date: 05/06/2011

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) Weighted average sale price for prices ranging from \$25.30 to \$25.59. 14,737 shares were sold at \$25.30 per share; 733 shares were sold at \$25.31 per share; 430 shares were sold at \$25.32 per share; 6,310 shares were sold at \$25.33 per share; 2,610 shares were sold at \$25.35 per share; 5,563 shares were sold at \$25.36 per share; 1,000 shares were sold at \$25.37 per share; 200 shares were sold at \$25.38 per share; 3,047 shares were sold at \$25.40 per share; 7,017 shares were sold at \$25.41 per share; 6,700 shares were sold at \$25.42 per share; 1,944 shares were sold at \$25.43 per share; 1,353 shares were sold at \$25.44 per share; 5,957 shares were sold at \$25.46 per share; 4,036 shares were sold at 25.47 per share; 3,463 shares were sold at \$25.48 per share; 3,600 shares were sold at \$25.49 per share; 10,769 shares were sold at \$25.50 per share; 1,000 shares were sold at \$25.51 per share; 5,631 shares were sold at \$25.52 per share; 5,291 shares were sold at \$25.53 per share;(continued)
- (2) (continued from previous footnote) 1,300 shares were sold at \$25.54 per share; 2,309 shares were sold at \$25.55 per share; 1,500 shares were sold at \$25.56 per share; 2,400 shares were sold at \$25.57 per share; 200 shares were sold at \$25.58 per share and 900 shares were sold at \$25.59 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.