

MARCUS HAVARD FRANKLIN JR

Form 4

February 26, 2013

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCUS HAVARD FRANKLIN
JR

(Last) (First) (Middle)

3000 JOHN DEERE ROAD

(Street)

TOANO, VA 23168

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Lumber Liquidators Holdings, Inc.
[LL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Vice President, Finance

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/25/2013		M	V Amount (A) or (D) Price	15,000 A \$ 7.58	16,000	D
Common Stock	02/25/2013		S	11,354 D \$ 56.7661	4,646	D	
Common Stock	02/25/2013		S	3,646 D \$ 58.3556	1,000	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**

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to purchase)	\$ 7.58	02/25/2013		M	15,000	<u>(1)</u> 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
Date

**Signature of Reporting Person

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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