

MATHERNE ELIZABETH JEAN  
 Form 4  
 May 07, 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 \*  
 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
Common Stock	05/06/2013		M		3,112	A	\$ 24.35
Common Stock	05/06/2013		M		1,973	A	\$ 24.19
Common Stock	05/06/2013		S		7,124	D	\$ 83.4519

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

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SEC 1474  
(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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