

Lumber Liquidators Holdings, Inc.  
 Form 4  
 February 24, 2014

**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**

(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]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/21/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/21/2014		M		65,121 A \$ 26.73	99,337	D
Common Stock	02/21/2014		S		67,491 (2) D \$ 103.05 (3) (4)	31,846	D
Common Stock	02/21/2014		S		7,630 (2) D \$ 103.1141 (5)	24,216	D

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

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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)	8. Amount or Number of Shares
Stock Option	\$ 26.73	02/21/2014		M	65,121	<u>(1)</u> 01/17/2021	Common Stock	65,121

## 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  
Date: 02/24/2014

\_\_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) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2013.

Average weighted sale price for prices ranging from \$102.90 to \$103.30. 100 shares were sold at each of the following prices: \$102.918, \$102.925, \$102.926, \$102.9475, \$102.95, \$102.96, \$102.968, \$103.0125, \$103.022, \$103.024, \$103.0625, \$103.072, \$103.075, \$103.085, \$103.105, \$103.11, \$103.13, \$103.1570, \$103.16, and \$103.165; 129 shares were sold at \$103.155 per share; 133 shares were sold at \$103.15 per share; 135 shares were sold at \$103.08 per share; 200 shares were sold at each of the following prices: \$102.914, \$102.915, \$102.956, \$102.97, \$103.018, \$103.145 and \$103.18; 289 shares were sold at \$103.07 per share; 300 shares were sold at \$102.91 per share; 500 shares were sold at each of the following prices: \$102.905, \$102.996, \$103.015, \$103.05, \$103.055, \$103.065 and \$103.125; 612 shares were sold at \$102.94 per share; 700 shares were sold at each of the following prices: \$102.92, \$102.945, \$103.005 and \$103.025 (continued in Footnote 4).

(4) (Continued from Footnote 3) 800 shares were sold at each of the following prices: \$102.935, \$103.06 and \$103.21; 811 shares were sold at \$103.22; 900 shares were sold at \$103.01 per share; 1,000 shares were sold at \$103.03 per share; 1,300 shares were sold at each of the following prices: \$102.93 and \$103.035; 1,746 shares were sold at \$102.99 per share; 2,000 shares were sold at \$103.04 per share; 2,100 shares were sold at \$103.10 per share; 2,200 shares were sold at \$102.90 per share; 3,100 shares were sold at \$103.02 per share; 4,089

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shares were sold at \$103.20 per share; 5,000 shares were sold at \$103.30 per share; 6,438 shares were sold at \$103.115 per share; 8,370 shares were sold at \$103.00 per share; and 13,439 shares were sold at \$102.98 per share.

- (5) Average weighted sale price for prices ranging from \$104.22 to \$104.26. 97 shares were sold at \$104.22 per share; 170 shares were sold at \$104.26 per share; 905 shares were sold at \$104.23 per share; and 6,458 shares were sold at \$104.25 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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