

SULLIVAN THOMAS D
Form 4
February 04, 2009

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 *
SULLIVAN THOMAS D

(Last) (First) (Middle)
3000 JOHN DEERE ROAD
(Street)

TOANO, VA 23168

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lumber Liquidators, Inc. [LL]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

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)
Chairman of the Board; Founder

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2008		J ⁽¹⁾		17,000	D	\$ 0 ⁽¹⁾
Common Stock	02/02/2009		S		25,000 ⁽³⁾	D	\$ 9,2219 ⁽⁴⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

/s/ E. Livingston B. Haskell,
Power-of-Attorney

02/04/2009

__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).

These shares were held in escrow for distribution to certain regional managers pursuant to a regional manager stock unit plan established

(1) in 2006. Certain regional managers' rights to these shares vested on December 31, 2008 and the shares were released from escrow. Mr. Sullivan did not receive any compensation for the distribution of these shares.

(2) Sales of common stock reported on Form 4 that occurred after this transaction and prior to February 2, 2009 did not reflect this transaction in the "Amount of Securities Beneficially Owned Following Reported Transaction(s)" column.

(3) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2008.

Weighted average sale price for prices ranging from \$8.70 to \$ 9.50. 100 shares were sold at each of the following prices: \$9.01 and \$9.075; 300 shares were sold at \$9.42 per share; 391 shares were sold at \$9.392 per share; 400 shares were sold at \$9.41 per share; 1,300

(4) shares were sold at \$9.05 per share; 1,500 shares were sold at \$8.70 per share; 1,900 shares were sold at \$9.00 per share; 2,500 shares were sold at each of the following prices: \$9.11 and \$9.17; 4,100 shares were sold at \$9.07 per share; 4,600 shares were sold at \$9.40 per share; and 5,309 shares were sold at \$9.50 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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