FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours nor resnance. | 0.5 | | | | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | | | | 2. I L | 2. Issuer Name and Ticker or Trading Symbol LIQUIDITY SERVICES INC [LQDT] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
|---|---|--|---|------------------------|--|---|-----------------------------------|------|---------------------------------------|------|--------------------|---------------------------------------|---|---|---|---|---|---------------------------------------|--|--|--|
| GROSS PATRICK W | | | | - | | | | | | | | | X Director | | | 10% C | wner | | | | |
| _ | (Last) (First) (Middle) C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR | | | | 10 | 3. Date of Earliest Transaction (Month/Day/Year) 10/02/2006 | | | | | | | | Officer (give title Other (specify below) below) | | | | | | | |
| (Street) | reet) ASHINGTON DC 20036 | | | | - 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| (City) | | | (Zip) | | - | | | | | | | | | | Person | | | | | | |
| | | Tah | le I - Nor | n-Deri | vativ | e Se | curities | s Δc | nuired | Disr | nosed o | f or Re | nefici | ally Owne | d | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | | ear) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. | | | | | 5. Amo Securit Benefic Owned | int of es ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | | | |
| | | | | | | | | | Code | v | Amount | (A) o | r Price | Transa | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | | | |
| Common | Stock | | | | | | | | | | | | | 20 | ,000 | | I | By wife | | | |
| Common Stock | | | | | | | | | | | | | 25 | 25,000 | | I | By the Geoffrey Gross Trust | | | | |
| Common Stock | | | | | | | | | | | | | 25 | 25,000 | | I | By the Stephanie Gross Trust | | | | |
| Common Stock | | | | | | | | | | | | 15 | 150,000 | | D | | | | | | |
| | | 7 | | | | | | | | | | | | y Owned | | | • | | | | |
| | | | | | - | call | _ | _ | | | onvertil | | | _ | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Da if any (Month/Day/ | Date, Transa Code (| | | of | | 6. Date Ex Expiration (Month/Da | Date | of Securities | | ties ng e Securit | Derivative Security | | ve es ally ig d tion(s) | 10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code V | | (A) | (D) | Date Exercisab | | expiration late | Title | Amour or Number of Shares | r | | | | | | | |
| Employee Stock Option (right to buy) | \$14.75 | 10/02/2006 | | | A | | 11,271 | | (1) | 1 | 0/02/2016 | Common Stock | 11,27 | 1 \$0 | 31,271 | | D | | | | |

Explanation of Responses:

1. These stock options will have a one-year vesting period, such that 100% of this option grant will vest on 10/2/2007.

/s/ James E. Williams, by power of attorney

10/04/2006

** Signature of Reporting Person

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.