SEC Form 5

Option Employee

Stock Option

Employee Stock Option

Employee Stock Option \$11.66

\$8.55

\$10.7

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

onger subject to r Form 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0362								
Estimated average burden									
hours per response:	1.0								

Eorm 3	3 Holdings Rep	orted				0		K DF	IIP					ho	urs per r	esponse:	1.0		
2	Transactions		Fil	ed pursuant t															
1. Name and Address of Reporting Person* GROSS PATRICK W					or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol LIQUIDITY SERVICES INC [LQDT]								elationship eck all appl	icable)	Reporting Person(s) to Iss le) 10% Ov				
(Last) C/O LIQ		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2010								Officer (give below)									
1920 L S	STREET, N	.W., 6TH FLOO	4. If Amer	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Street)		Fi Fi									Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)	(S	tate)	(Zip)																
		Tab	le I - Non-Deri	vative Sec	curiti	ies A	cquire	ed, C	Disposed	of, or l	Benefi	ciall	y Owne	d					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution I if any	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Of (D) (Instr. 3, 4 a		uired (A) or Dispos and 5)		Securities Beneficially			rship Direct	7. Nature of Indirect Beneficial			
			(Month/Day					ount	(A) or (D)	Price		Owned at end o Issuer's Fiscal Year (Instr. 3 an 4)		(D) or Indire (Instr.	ct (I)	Ownership Instr. 4)			
Common	Stock		12/18/2009			G		1,000	D	\$0		15,155		D					
Common Stock		12/22/2009				G		2,500		\$0		12,655		D					
Common Stock		12/22/2009				G		2,500	D	\$0		10,155		D					
Common Stock		12/22/2009			G		1,000		D	\$0		9,155		D					
Common Stock		12/22/2009			G		500		D	\$0		8,655		D					
Common	Common Stock			<u> </u>									130,000		++		By wife		
Common	Common Stock												26,250		Ι		By the Geoffrey Gross Trust		
Common Stock												26,250		Ι		By the Stephanie Gross Trust			
		т	able II - Deriva (e.g., r	tive Secu outs, calls									Owned						
1. Title of Derivative Security (Instr. 3) 2. Conversio or Exercis 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. Nu of Deriv Secu Acqu (A) o Disp of (D	umber vative urities uired or osed) r. 3, 4	1		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			3. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownershi (Instr. 4)			
					(A)	(D)	Date Exercis	able	Expiration Date	Title	Amou or Numl of Share	ber							
Employee Stock Option	\$12.89						(1)		04/03/2016	Commo Stock	n 20,0	00		20,0	00	D			
Employee Stock Option	\$14.75						(2)		10/02/2016		n 11,2'	71		11,271		D			
Employee Stock Option	\$11.19						(3)	3) 10/01/2017		Commo Stock	n 10,272			10,272		D			

Common Stock

Common Stock

Common Stock 15,082

21,086

18,612

15,082

21,086

18,612

D

D

D

06/03/2018

04/28/2019

02/01/2020

(4)

(5)

(6)

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)		ate	Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Grant	\$10.7						(7)	02/01/2020	Common Stock	3,364		3,364	D	

Explanation of Responses:

1. These options became fully vested on April 3, 2008.

2. These options became fully vested on October 2, 2007.

3. These options became fully vested on October 1, 2008.

4. These options became fully vested on June 3, 2009.

5. These options became fully vested on February 18, 2010.

6. These options have a one-year vesting period such that 100% of this option grant will vest on February 1, 2011.

7. These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2011.

<u>/s/ James E. Williams, by</u> power of attorney

11/15/2010

** Signature of Reporting Person Date

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

 \ast 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.