SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol LIQUIDITY SERVICES INC [LQDT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Angrick William P III</u>			[- \ -]	X	Director	Х	10% Owner		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)		Other (specify below)		
C/O LIQUIDITY SERVICES, INC.			01/18/2011		Chairman of the Board and CEO				
1920 L STREET, N.W., 6TH FLOOR		OR							
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group F	iling (C	Check Applicable		
WASHINGTON	DC	20036		X	Form filed by One R	eporti	ing Person		
					Form filed by More t Person	than C	One Reporting		
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
		Code V Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)				
Common Stock	01/18/2011		S ⁽¹⁾		5,740	D	\$14	5,203,194	I	By the William P. Angrick III Revocable Trust ⁽²⁾	
Common Stock								114,106	D		
Common Stock								873,379	I	By the William P. Angrick III 2005 Irrevocable Trust ⁽²⁾	
Common Stock								314,468	I	By the Stephanie S. Angrick Revocable Trust ⁽³⁾	
Common Stock								289,377	I	By the Stephanie S. Angrick 2005 Irrevocable Trust ⁽³⁾	
Common Stock								99,367	I	By the Stephanie S. Angrick 2005 Qualified Grantor Retained Annuity Trust ⁽³⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 8. Price of Derivative 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 9. Number of 11. Nature 10. Conversion Transaction Expiration Date (Month/Day/Year) of Indirect Date Execution Date, of of Securities derivative Ownership Security (Instr. 3) or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Underlying Derivative Security Security (Instr. 5) Securities Beneficially Form: Direct (D) Beneficial Ownership Derivative Security Acquired (A) or Disposed or Indirect (I) (Instr. 4) (Instr. 3 and 4) Owned (Instr. 4) Following Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount or

Expiration

Date

Title

Date

Exercisable

(A) (D)

Code V

Number

of Shares

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. Transa Code (8)		5. Number		6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Grant	\$17.02							(4)	10/01/2020	Common Stock	43,776		43,776	D	
Employee Stock Option	\$17.02							(5)	10/01/2020	Common Stock	29,625		29,625	D	
Employee Stock Grant	\$17.02							(6)	10/01/2020	Common Stock	20,000		20,000	D	
Employee Stock Grant	\$9.96							(7)	10/01/2019	Common Stock	26,334		26,334	D	
Employee Stock Option	\$9.96							(8)	10/01/2019	Common Stock	75,343		75,343	D	
Employee Stock Option	\$8.23							(9)	10/01/2018	Common Stock	66,667		66,667	D	
Employee Stock Option	\$12.02							(10)	10/01/2017	Common Stock	84,000		84,000	D	
Employee Stock Option	\$17.63							(11)	09/21/2016	Common Stock	100,000		100,000	D	

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2010.

2. These shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

3. These shares are held in a trust for the benefit of the reporting person's spouse, who is also trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

4. Twenty-five percent of this restricted stock grant will vest on October 1, 2011 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

5. Twenty-five percent of this option grant will vest on October 1, 2011 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

6. These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

7. Twenty-five percent of this restricted stock grant vested on October 1, 2010 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

8. Twenty-five percent of this option grant vested on October 1, 2010 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

9. Twenty-five percent of this option grant vested on October 1, 2009 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

10. Twenty-five percent of this option grant vested on October 1, 2008 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

11. These options became fully vested on September 21, 2010.

/s/ James E. Williams, by

power of attorney

01/20/2011

Date

** 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.