

Burton Thomas B
 Form 4
 November 20, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Burton Thomas B

2. Issuer Name and Ticker or Trading Symbol
 LIQUIDITY SERVICES INC
 [LQDT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres, COO, Gov't Liquid LLC

C/O LIQUIDITY SERVICES,
 INC., 1920 L STREET, N.W., 6TH
 FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

WASHINGTON, DC 20036

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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 control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Burton Thomas B - Form 4

| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Grant | \$ 38.09 | 11/16/2012 | | A | | 2,872 | | <u>(1)</u> | 10/01/2022 | Common Stock | 2,872 |
| Employee Stock Grant | \$ 38.09 | 11/16/2012 | | A | | 2,872 | | <u>(2)</u> | 10/01/2022 | Common Stock | 2,872 |
| Employee Stock Option | \$ 38.09 | 11/16/2012 | | A | | 5,090 | | <u>(3)</u> | 10/01/2022 | Common Stock | 5,090 |
| Employee Stock Option | \$ 38.09 | 11/16/2012 | | A | | 5,089 | | <u>(4)</u> | 10/01/2022 | Common Stock | 5,089 |
| Employee Stock Grant | \$ 38.09 | 11/16/2012 | | A | | 10,000 | | <u>(5)</u> | 10/01/2022 | Common Stock | 10,000 |
| Employee Stock Grant | \$ 31.11 | | | | | | | <u>(6)</u> | 10/01/2021 | Common Stock | 5,334 |
| Employee Stock Option | \$ 31.11 | | | | | | | <u>(7)</u> | 10/01/2021 | Common Stock | 11,801 |
| Employee Stock Grant | \$ 15.47 | | | | | | | <u>(8)</u> | 10/01/2020 | Common Stock | 4,249 |
| Employee Stock Option | \$ 15.47 | | | | | | | <u>(9)</u> | 10/01/2020 | Common Stock | 12,556 |
| Employee Stock Grant | \$ 15.47 | | | | | | | <u>(10)</u> | 10/01/2020 | Common Stock | 13,108 |
| Employee Stock Option | \$ 7.48 | | | | | | | <u>(11)</u> | 10/01/2018 | Common Stock | 44,003 |
| Employee | \$ 10.93 | | | | | | | <u>(12)</u> | 10/01/2017 | Common | 17,999 |

Stock
Option

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burton Thomas B C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036 | | | Pres, COO, Gov't Liquid LLC | |

Signatures

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

11/20/2012

__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) Twenty-five percent of this restricted stock grant will vest on October 1, 2013 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
 - (2) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (3) Twenty-five percent of this option grant will vest on October 1, 2013 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
 - (4) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
 - (5) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (6) Twenty-five percent of this restricted stock grant vested on October 1, 2012 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
 - (7) Twenty-five percent of this option grant vested on October 1, 2012 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
 - (8) Twenty-five percent of this restricted stock grant vested on October 1, 2011 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
 - (9) Twenty-five percent of this option grant vested on October 1, 2011 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
 - (10) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (11) Twenty percent of this option grant vested on October 1, 2009 and thereafter 1/60th of the option grant will vest each month for forty-eight months.
 - (12) These options became fully vested on October 1, 2011.

Remarks:

No non-derivative securities are beneficially owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.