

LIQUIDITY SERVICES INC  
 Form 4  
 June 05, 2008

**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 \*  
**GROSS PATRICK W**

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)  
**06/03/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**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                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 150,000   | I  | By wife                           |
| Common Stock                    |                                      |  |                                |   | 26,250  | I  | By the Geoffrey Gross Trust       |
| Common Stock                    |                                      |  |                                |   | 26,250  | I  | By the Stephanie Gross Trust      |
| Common                          |                                      |  |                                |   | 7,500   | D  |                                   |

## Stock

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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option                      | \$ 12.89   |                                      |  |                                |   | <u>(1)</u>   | 04/03/2016  | Common Stock               | 20,000                     |
| Employee Stock Option                      | \$ 14.75   |                                      |  |                                |   | <u>(2)</u>   | 10/02/2016  | Common Stock               | 11,271                     |
| Employee Stock Option                      | \$ 11.19   |                                      |  |                                |   | <u>(3)</u>   | 10/01/2017  | Common Stock               | 10,272                     |
| Employee Stock Option                      | \$ 11.66   | 06/03/2008                           |  | A                              | 2,573   | <u>(4)</u>   | 06/03/2018  | Common Stock               | 2,573                      |
| Employee Stock Option                      | \$ 11.66   | 06/03/2008                           |  | A                              | 15,082  | <u>(5)</u>   | 06/03/2018  | Common Stock               | 15,082                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GROSS PATRICK W<br>C/O LIQUIDITY SERVICES, INC.<br>1920 L STREET, N.W., 6TH FLOOR<br>WASHINGTON, DC 20036 | X             |           |         |       |

## Signatures

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

06/05/2008

\_\_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) These options became fully vested on April 3, 2008.
- (2) These options became fully vested on October 2, 2007.
- (3) These options vest on October 1, 2008.
- (4) These restricted shares have a one-year vesting period, such that 100% of this restricted shares grant will vest on April 29, 2009.
- (5) These options have a one-year vesting period, such that 100% of this option grant will vest on April 29, 2009.

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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