

FOWLER F DAVID
Form 4/A
April 07, 2011

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 *
FOWLER F DAVID

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)
02/16/2011

____ Director
____ Officer (give title below) Other (specify below)
Former Director

C/O MICROSTRATEGY INC., 1861 INTERNATIONAL DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/18/2011

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

MCLEAN, VA 22102

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/16/2011 | | M | | 10,000 | A | \$ 12.89 |
| Common Stock | 02/16/2011 | | S | | 10,000 | D | \$ 16.69 |
| Common Stock | 02/17/2011 | | M | | 10,000 | A | \$ 12.89 |
| Common Stock | 02/17/2011 | | M | | 13,150 | A | \$ 14.75 |
| | 02/17/2011 | | M | | 15,082 | A | 53,989 |

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| | | | | | | | |
|--------------|------------|--|------------------|--------|---|----------|----------|
| Common Stock | | | | | | \$ 11.66 | |
| Common Stock | 02/17/2011 | | M ⁽¹⁾ | 5,753 | A | \$ 10.7 | 59,742 D |
| Common Stock | 02/17/2011 | | S | 43,985 | D | \$ 16.53 | 15,757 D |
| Common Stock | 02/18/2011 | | M ⁽²⁾ | 12,859 | A | \$ 10.7 | 28,616 D |
| Common Stock | 02/18/2011 | | M ⁽²⁾ | 3,400 | A | \$ 8.55 | 32,016 D |
| Common Stock | 02/18/2011 | | S | 16,259 | D | \$ 16.16 | 15,757 D |

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

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SEC 1474
(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 |
| Employee Stock Option | \$ 12.89 | 02/16/2011 | | M | 10,000 | <u>(3)</u> 04/03/2016 | Common Stock | 20,000 |
| Employee Stock Option | \$ 12.89 | 02/17/2011 | | M | 10,000 | <u>(3)</u> 04/03/2016 | Common Stock | 10,000 |
| Employee Stock Option | \$ 14.75 | 02/17/2011 | | M | 13,150 | <u>(4)</u> 10/02/2016 | Common Stock | 13,150 |
| Employee Stock Option | \$ 11.66 | 02/17/2011 | | M | 15,082 | <u>(5)</u> 06/03/2018 | Common Stock | 15,082 |
| | \$ 8.55 | 02/18/2011 | | M ⁽²⁾ | 3,400 | <u>(6)</u> 04/28/2019 | | 21,086 |

| | | | | | | | | |
|-----------------------------|---------|------------|------------------|--------|-----|------------|-----------------|--------|
| Employee Stock Option | | | | | | | Common Stock | |
| Employee Stock Option | \$ 10.7 | 02/17/2011 | M ⁽¹⁾ | 5,753 | (7) | 02/01/2020 | Common Stock | 18,612 |
| Employee Stock Option | \$ 10.7 | 02/18/2011 | M ⁽²⁾ | 12,859 | (7) | 02/01/2020 | Common Stock | 12,859 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| FOWLER F DAVID C/O MICROSTRATEGY INC. 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102 | | | | Former Director |

Signatures

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

04/07/2011

**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) This transaction was originally reported as an exercise of \$8.55 options in a Form 4 filed on February 18, 2011. This amendment is filed to reflect that the transaction was a conversion of Mr. Fowler's \$10.70 options, and therefore the corrected price is \$10.70.
As originally reported in a Form 4 filed on February 18, 2011, these transactions exercised all of Mr. Fowler's remaining \$8.55 options
- (2) before exercising a portion of his \$10.70 options. This amendment is filed to reflect that these transactions fully exercised Mr. Fowler's \$10.70 options and then exercised a portion of his \$8.55 options.
- (3) These options became fully vested on April 3, 2008.
- (4) These options became fully vested on October 2, 2007.
- (5) These options became fully vested on June 3, 2009.
- (6) These options became fully vested on February 18, 2010.
- (7) These options became fully vested on February 1, 2011.

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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