

Michaels Companies, Inc.
Form 4
September 01, 2015

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

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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 *
DECARO THOMAS C

2. Issuer Name and Ticker or Trading Symbol
Michaels Companies, Inc. [MIK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 BENT BRANCH DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Supply Chain

IRVING, TX 75063

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

(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 or Price		
Common Stock	08/31/2015		M		25,092 A \$ 13.9	61,319	D
Common Stock	08/31/2015		M		10,994 A \$ 15.16	72,313	D
Common Stock	08/31/2015		S		36,086 D \$ 25.86	36,227	D
Common Stock	08/31/2015		S		4,556 D \$ 25.86	31,671	D
Common Stock	08/31/2015		S		19,361 D \$ 25.8	12,310	D

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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
Employee Stock Option (right to buy)	\$ 13.9	08/31/2015		M	25,092	<u>(1)</u> 07/02/2021	Common Stock	25,092
Employee Stock Option (right to buy)	\$ 15.16	08/31/2015		M	10,994	<u>(2)</u> 08/11/2024	Common Stock	10,994

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DECARO THOMAS C
8000 BENT BRANCH DRIVE
IRVING, TX 75063

EVP-Supply Chain

Signatures

Michael J. Veitenheimer, as attorney-in-fact

09/01/2015

**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).

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- (1) This option to purchase common stock vested in equal installments annually over four years beginning on the first anniversary of the grant date of July 3, 2013.
- (2) This option to purchase common stock vested in equal installments annually over four years beginning on the first anniversary of the grant date of August 12, 2014.

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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