A.C. Moore Arts & Crafts, Inc.

Form 4

November 21, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

10% Owner

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEPLEY RICK

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

A.C. Moore Arts & Crafts, Inc.

[ACMR]

3. Date of Earliest Transaction

(Month/Day/Year)

11/20/2008

_X__ Director

X_ Officer (give title _ Other (specify below) President & CEO

5. Relationship of Reporting Person(s) to

(Check all applicable)

A.C. MOORE ARTS & CRAFTS. INC., 130 A.C. MOORE DRIVE

(Middle)

(Zin)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

BERLIN, NJ 08009

(City)

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if		ansaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	` '		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I)	Ownership	
						Reported	(Instr. 4)	(Instr. 4)	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(mstr. 5 tine 1)		
Common						¢			
stock, no	11/20/2008		P	5,000	A	φ 0.77	78,666 <u>(1)</u>	D	
par value						0.77			
Common						\$			
stock, no	11/20/2008		P	5,000	A	0.70	83,666 (1)	D	
par value						0.79			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mannt		
									mount		
						Date	Expiration	O1			
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of the common countries	Director	10% Owner	Officer	Other			
LEPLEY RICK A.C. MOORE ARTS & CRAFTS, INC. 130 A.C. MOORE DRIVE BERLIN, NJ 08009	X		President & CEO				

Signatures

/s/ Rick Lepley 11/21/2008

**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).

Includes 19,166 shares of restricted stock granted pursuant to the Employment Agreement dated as of June 1, 2006, as amended,

(1) between the Issuer and the Reporting Person. Restricted stock vests in three equal installments commencing March 31, 2009. Includes 24,500 shares of performance accelerated restricted stock granted on June 13, 2007.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes 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.

Reporting Owners 2