

Michaels Companies, Inc.
Form 4
March 25, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
03/23/2015

____ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/23/2015 | | M | | 200,227 | A | \$ 3.48 |
| Common Stock | 03/23/2015 | | S ⁽¹⁾ | | 200,227 | D | \$ 29.7 |
| Common Stock | 03/24/2015 | | M | | 23,233 | A | \$ 3.48 |
| Common Stock | 03/24/2015 | | M | | 106,413 | A | \$ 7.39 |
| Common Stock | 03/24/2015 | | S ⁽¹⁾ | | 129,646 | D | \$ 28.9 |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 3.48 | 03/23/2015 | | M | 200,227 | <u>(2)</u> 07/01/2017 | Common Stock 200,227 |
| Employee Stock Option (right to buy) | \$ 3.48 | 03/24/2015 | | M | 23,233 | <u>(2)</u> 07/01/2017 | Common Stock 23,233 |
| Employee Stock Option (right to buy) | \$ 7.39 | 03/24/2015 | | M | 106,413 | <u>(2)</u> 07/01/2017 | Common Stock 106,413 |

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
03/25/2015

**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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 9, 2014.
- (2) This option to purchase common stock vested in equal installments annually over a five years beginning on the first anniversary of the grant date of July 2, 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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