

MICHAELS STORES INC
Form 4
March 11, 2005

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 *
ROULEAU R MICHAEL

(Last) (First) (Middle)

8000 BENT BRANCH DRIVE

(Street)

IRVING, TX 75063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICHAELS STORES INC [MIK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)	Price		
Common Stock	03/09/2005		S	400	D \$ 34.34	138,822	D
Common Stock	03/09/2005		S	200	D \$ 34.35	138,622	D
Common Stock	03/09/2005		S	1,500	D \$ 34.36	137,122	D
Common Stock	03/09/2005		S	100	D \$ 34.39	137,022	D
Common Stock	03/09/2005		S	200	D \$ 34.4	136,822	D

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Common Stock	03/09/2005	S	1,300	D	\$ 34.41	135,522	D	
Common Stock	03/09/2005	S	400	D	\$ 34.42	135,122	D	
Common Stock	03/09/2005	S	200	D	\$ 34.43	134,922	D	
Common Stock	03/09/2005	S	200	D	\$ 34.46	134,722	D	
Common Stock	03/09/2005	S	500	D	\$ 34.49	134,222	D	
Common Stock	03/09/2005	S	600	D	\$ 34.5	133,622	D	
Common Stock	03/09/2005	S	300	D	\$ 34.51	133,322	D	
Common Stock	03/09/2005	S	700	D	\$ 34.52	132,622	D	
Common Stock	03/09/2005	S	1,700	D	\$ 34.53	130,922	D	
Common Stock	03/09/2005	S	1,400	D	\$ 34.54	129,522	D	
Common Stock	03/09/2005	S	1,600	D	\$ 34.55	127,922	D	
Common Stock	03/09/2005	S	700	D	\$ 34.56	127,222	D	
Common Stock	03/09/2005	S	2,300	D	\$ 34.57	124,922	D	
Common Stock	03/09/2005	S	300	D	\$ 34.58	124,622 ⁽¹⁾	D	
Common Stock						12,239 ⁽²⁾	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROULEAU R MICHAEL 8000 BENT BRANCH DRIVE IRVING, TX 75063			President and CEO	

Signatures

/s/ Todd J. Thorson Todd J. Thorson, Attorney-in-Fact for R. Michael Rouleau, President and Chief Executive Officer 03/11/2005

__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 reported amount includes 24,622 shares of Michaels Stores, Inc. common stock acquired by the reporting person under the Michaels Stores, Inc. Amended and Restated 1997 Employees Stock Purchase Plan (also known as the ESPP), based on a plan statement issued by the ESPP's administrator as of January 31, 2005.
 - (2) The reported amount is held by a stock fund under the Michaels Stores, Inc. Employees 401(k) Plan (also known as the 401(k) Plan) assumed to be fully invested in Michaels Stores, Inc. common stock, based on a plan statement issued by the 401(k) Plan administrator as of February 28, 2005 as an estimate of the total number of shares that would be available to the reporting person if such holdings were liquidated on that date.

Remarks:

This Form 4 is 2 of 2 being filed by the reporting person to report transactions executed on March 9, 2005. Multiple forms are attached. 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.