

Michaels Companies, Inc.

Form 4

April 27, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SONSTEBY CHARLES M

(Last) (First) (Middle)

8000 BENT BRANCH DRIVE

(Street)

IRVING, TX 75063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Michaels Companies, Inc. [MIK]

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

04/23/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

CAO and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/23/2015		M		50,000	A	\$ 6.23	160,794	D
Common Stock	04/23/2015		M		15,000	A	\$ 6.55	175,794	D
Common Stock	04/23/2015		S ⁽¹⁾		65,000	D	\$ 27.23	110,794	D
Common Stock	04/24/2015		M		14,300	A	\$ 6.23	125,094	D
Common Stock	04/24/2015		S ⁽¹⁾		14,300	D	\$ 27.57	110,794	D

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Common Stock	04/27/2015	M	8,500	A	\$ 6.23	119,294	D
Common Stock	04/27/2015	<u>S</u> (1)	8,500	D	\$ 27.53	110,794	D

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 6.23	04/23/2015		M	50,000	<u>(2)</u>	01/04/2019	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 6.55	04/23/2015		M	15,000	<u>(2)</u>	01/04/2019	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 6.23	04/24/2015		M	14,300	<u>(2)</u>	01/04/2019	Common Stock	14,300
Employee Stock Option (right to buy)	\$ 6.23	04/27/2015		M	8,500	<u>(2)</u>	01/04/2019	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SONSTEBY CHARLES M 8000 BENT BRANCH DRIVE IRVING, TX 75063			CAO and CFO	

Signatures

Michael J. Veitenheimer, as
attorney-in-fact

04/27/2015

____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 January 22, 2015.

(2) This option to purchase common stock vested in equal installments over five years beginning on the first anniversary of January 5, 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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