

Michaels Companies, Inc.  
Form 4  
June 09, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
VEITENHEIMER MICHAEL J

(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)  
06/08/2015

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)  
SVP -Chief Legal Officer & Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/08/2015                           |  | M                              |   | 10,335  | A  | \$ 7.28                           |
| Common Stock                    | 06/08/2015                           |  | S <sup>(1)</sup>               |   | 10,335  | D  | \$ 26.4                           |
| Common Stock                    | 06/08/2015                           |  | M                              |   | 39,665  | A  | \$ 3.48                           |
| Common Stock                    | 06/08/2015                           |  | S <sup>(1)</sup>               |   | 39,665  | D  | \$ 26.4                           |
| Common Stock                    |                                      |  |                                |   | 1,000   | I  | By Spouse                         |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                      | \$ 7.28  | 06/08/2015                           |  | M                              | 10,335  | <u>(2)</u> 07/01/2019                                    | Common Stock  | 10,335                     |
| Employee Stock Option (right to buy)       | \$ 3.48  | 06/08/2015                           |  | M                              | 39,665  | <u>(2)</u> 07/01/2019                                    | Common Stock  | 39,665                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships  |
|--|--|
| VEITENHEIMER MICHAEL J<br>8000 BENT BRANCH DRIVE<br>IRVING, TX 75063 | Director 10% Owner Officer SVP -Chief Legal Officer & Sec<br>Other |

## Signatures

Michael J. Veitenheimer 06/09/2015

\*\*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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on December 10, 2014.

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- (2) This option to purchase common stock vested in equal installments over five years beginning on the first anniversary of the grant date of July 2, 2009.

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