

Michaels Companies, Inc.
 Form 4
 April 27, 2016

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 *
PAPPAS PHILO

(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)
 04/25/2016

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)

EVP-Category Management

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 or Price		
Common Stock	04/25/2016		M		81,390 A \$ 11.31	D	
Common Stock	04/25/2016		M		9,312 A \$ 7.22	D	
Common Stock	04/25/2016		M		9,312 A \$ 11.31	D	
Common Stock	04/25/2016		S ⁽¹⁾		100,014 D \$ 28.47	D	
Common Stock	04/25/2016		S		17,283 D \$ 28.47	D	

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Common Stock	04/26/2016	M	75,581	A	\$ 11.31	225,728	D
Common Stock	04/26/2016	S ⁽¹⁾	75,581	D	\$ 28.6	150,147	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 11.31	04/25/2016		M	81,390	⁽²⁾ 07/01/2017	07/01/2017	Common Stock	81,390
Employee Stock Option (right to buy)	\$ 7.22	04/25/2016		M	9,312	⁽³⁾ 04/16/2017	04/16/2017	Common Stock	9,312
Employee Stock Option (right to buy)	\$ 11.31	04/25/2016		M	9,312	⁽³⁾ 04/16/2017	04/16/2017	Common Stock	9,312
Employee Stock Option (right to buy)	\$ 11.31	04/26/2016		M	75,581	⁽²⁾ 07/01/2017	07/01/2017	Common Stock	75,581

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPPAS PHILO 8000 BENT BRANCH DRIVE IRVING, TX 75063			EVP-Category Management	

Signatures

Michael J. Veitenheimer, as
attorney-in-fact

04/26/2016

__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 March 24, 2016.
- (2) This option to purchase common stock vested in equal installments annually over five years beginning on the first anniversary of the grant date of July 2, 2009.
- (3) This option to purchase common stock vested in equal installments annually over five years beginning on the first anniversary of the grant date of April 17, 2009.

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.