

ROULEAU R MICHAEL
Form 4
January 24, 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

2. Issuer Name and Ticker or Trading Symbol
MICHAELS STORES 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)
01/20/2005

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

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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	01/20/2005		M		A \$ 10.4375	139,380	D	
Common Stock	01/20/2005		S		D \$ 30.59	139,280	D	
Common Stock	01/20/2005		S		D \$ 30.6	132,080	D	
Common Stock	01/20/2005		S		D \$ 30.61	129,280	D	
Common Stock	01/20/2005		S		D \$ 30.62	128,980	D	

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Common Stock	01/20/2005	S	600	D	\$ 30.63	128,380	D	
Common Stock	01/20/2005	S	1,000	D	\$ 30.64	127,380	D	
Common Stock	01/20/2005	S	200	D	\$ 30.65	127,180	D	
Common Stock	01/20/2005	S	300	D	\$ 30.69	126,880	D	
Common Stock	01/20/2005	S	300	D	\$ 30.7	126,580	D	
Common Stock	01/20/2005	S	500	D	\$ 30.71	126,080	D	
Common Stock	01/20/2005	S	300	D	\$ 30.72	125,780	D	
Common Stock	01/20/2005	S	100	D	\$ 30.73	125,680	D	
Common Stock	01/20/2005	S	600	D	\$ 30.74	125,080	D	
Common Stock	01/20/2005	S	300	D	\$ 30.75	124,780	D	
Common Stock	01/20/2005	S	400	D	\$ 30.76	124,380 ⁽¹⁾	D	
Common Stock						12,127 ⁽²⁾	I	By 401(k) Plan

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)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Stock Option (Right to Buy)	\$ 10.4375	01/20/2005	M	15,000	<u>(3)</u>	07/27/2005	Common Stock	15,000
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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/ Elizabeth K. Giddens Elizabeth K. Giddens, Attorney-in-Fact for R. Michael Rouleau,
President and Chief Executive Officer 01/24/2005

__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 24,380 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 December 31, 2004.
- (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 December 31, 2004 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.
- (3) Exercise of stock options pursuant to original grant to the reporting person on July 28, 2000 of options under the Michaels Stores, Inc. Amended and Restated 1997 Stock Option Plan to purchase 400,000 shares of Michaels Stores, Inc. common stock (adjusted to give effect to a two-for-one stock split to stockholders of record as of the close of business on each of November 12, 2001 and September 27, 2004). The options associated with this grant vest in three annual installments beginning on July 28, 2001. After giving effect to the transaction that is the subject of this report, 310,000 options remain outstanding under this grant, all of which are currently vested.

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.