

Schrive Rodney
Form 4
November 21, 2011

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 *
Schrive Rodney

2. Issuer Name and Ticker or Trading
Symbol
A.C. Moore Arts & Crafts, Inc.
[ACMR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
A.C. MOORE ARTS & CRAFTS,
INC., 130 A.C. MOORE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Chf Acctg Off, Controller

(Street)
BERLIN, NJ 08009

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value	11/17/2011		F ⁽¹⁾		4,864	D	\$ 1.6
Common Stock, no par value	11/17/2011		U ⁽²⁾		16,105	D	\$ 1.6

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 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)	\$ 20.37	11/18/2011		D		3,600		<u>(3)</u>	02/20/2014	Common Stock	3,600
Employee Stock Option (Right to Buy)	\$ 21.95	11/18/2011		D		750		<u>(3)</u>	08/26/2014	Common Stock	750
Employee Stock Option (Right to Buy)	\$ 23.51	11/18/2011		D		750		<u>(3)</u>	08/25/2015	Common Stock	750
Stock Appreciation Right	\$ 6.82	11/18/2011		D		8,516		<u>(5)</u>	<u>(5)</u>	Common Stock	8,516
Stock Appreciation Right	\$ 1.48	11/18/2011		D		5,865		<u>(5)</u>	<u>(5)</u>	Common Stock	5,865
Stock Appreciation Right	\$ 2.78	11/18/2011		D		20,000		<u>(5)</u>	<u>(5)</u>	Common Stock	20,000
Stock Appreciation Right	\$ 2.46	11/18/2011		D		18,000		<u>(5)</u>	<u>(5)</u>	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

VP, Chf Acctg Off, Controller

Schriver Rodney
A.C. MOORE ARTS & CRAFTS, INC.
130 A.C. MOORE DRIVE
BERLIN, NJ 08009

Signatures

/s/ Amy Rhoades, by Power of
Attorney

11/18/2011

__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).

These shares of common stock were surrendered in connection with the change in control transaction described below upon vesting of portions of awards of restricted stock and performance accelerated restricted stock to satisfy the reporting person's payroll tax withholding obligations. Such surrender is treated as a disposition of securities under Section 16 of the Securities Exchange Act of 1934, as amended.
- (1) On November 17, 2011, Sbar's Acquisition Corporation ("Sbar's"), an affiliate of Nicole Crafts LLC and Sbar's, Inc., accepted for purchase in a tender offer the reporting person's shares of common stock, no par value ("Shares"), of A.C. Moore Arts & Crafts, Inc. ("A.C. Moore") at a price per share of \$1.60, net to the reporting person in cash, without interest thereon, subject to any required withholding of taxes. The transaction is more fully described in the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed by A.C. Moore with the Securities and Exchange Commission on October 18, 2011, as subsequently amended. Sbar's purchased the Shares on November 18, 2011.
- (2) This option vested in three equal annual installments, beginning on the first anniversary of the grant date.
- (3) This option was cancelled in connection with the merger of Sbar's with and into A.C. Moore on November 18, 2011.
- (4) Stock appreciation rights vest in three equal annual installments beginning on the first anniversary of the grant date and expire seven years from the grant date, if not earlier terminated or exercised in full.
- (5) This stock appreciation right was cancelled in connection with the merger of Sbar's with and into A.C. Moore on November 18, 2011.
- (6) This stock appreciation right was cancelled in connection with the merger of Sbar's with and into A.C. Moore on November 18, 2011 in exchange for a cash payment representing the difference between the exercise price of the stock appreciation right and the \$1.60 per share merger consideration.
- (7)

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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