

MICHAELS STORES INC
Form 15-12B/A
June 11, 2007

UNITED STATES
SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

FORM 15/A
Amendment No. 2

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: **001-09338**

MICHAELS STORES, INC.

(Exact name of registrant as specified in its charter)

8000 Bent Branch Drive
Irving, Texas 75063
P.O. Box 619566
DFW, Texas 75261-9566
Telephone: (972) 409-1300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.10 par value

(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-----------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)(i)b | <input type="radio"/> | Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="radio"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="radio"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="radio"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: **41**

Explanatory Note: This Amendment No. 2 to our Form 15/A filed on April 3, 2007 is filed for the purpose of suspending Registrant's obligation to file reports under Section 15(d) of the Securities Exchange Act of 1934.

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Pursuant to the requirements of the Securities Exchange Act of 1934, Michaels Stores, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: June 11, 2007

By: /s/ Jeffrey N. Boyer
Jeffrey N. Boyer
President and Chief Financial Officer
