### DECARO THOMAS C

Form 4

November 04, 2002

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### FORM 4

Washington, D.C. 20549

#### OMB APPROVAL

o 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**

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

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											648(2)(3)	I	By 401(k) Plan
	Common Stock	10/31/02			A(1)	3	33	A	\$30.24		33	D	
			,		Code V	A	Amount	(A) or (D)	Price				
		(Month/Day/	(Year)	(Month/Day/Year	·)					_	Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
1.	Title of Security (Instr. 3)	Security Date Execution			3. Transaction Code (Instr. 8)	(	or Dispo	ies Acquired (A) posed of (D) 3, 4 and 5)		5.	Securities Beneficially	Form: Direct (D)	7. Nature of Indirect Beneficial
	(City)	(State)	(Zip)	Table I	Non-Derivative	Sec	curities	Acquii	red, Disp	osed	of, or Beneficially	Owned	
	Irving	Texas	75063				(IVIOIII	шъц	rear)		X Form filed Form filed One Repor	by More than	0
		(Street)				5.	of Ori		nt, Date	7.	Individual or Joint (Check Applicable	Line)	
	8000 Bent B	ranch Drive		an 6	entity (voluntary)		Octob	oer 31,	2002		Senior Vice President Control	dent Merch	andise Planning
	(Last)	(First)	(M	Nui Rep	S. Identification mber of porting Person, if	4.		nent fo n/Day/`			X Officer (give title below)	Oth (spe	er cify below)
	DeCaro	Thomas			2. Issuer Name and Ticker Micheals Stores, Inc. (I						(Check all applical Director		% Owner

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. FORM 4 (Continued) Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned  $(\it e.g., puts, calls, warrants, options, convertible securities)$ 1. Title of 2. Conversion 3. Transaction Date 3A. Deemed Execution 4. Transaction 5. Number of 6. Date Exercisable and (Month/Day/Year) Derivative **Expiration Date** Derivative or Exercise Date, if any Code Price of (Month/Day/Year) (Instr. 8) Securities (Month/Day/Year) Security (Instr. 3) Derivative Acquired (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Exercisable Date Title and Amount of Underlying Price of Derivative Number of 10. Ownership Form of 11. Nature of Indirect Derivative Derivative Beneficial Securities Security (Instr. 3 and 4) (Instr. 5) Securities Securities: Direct Ownership Beneficially Owned (D) or Indirect (I) (Instr. 4) Following Reported (Instr. 4) Transaction(s) (Instr. 4) Title Amount or Number of Shares

Explan	nation of Responses:	
(1) (2) (3)	Shares purchased in connection with a lump-sum contribution by the reporting person Employees Stock Purchase Plan.  Reflects a two-for-one stock split effected in the form of a stock dividend to stockhold. The reported amount is held by a 401(k) Plan (the "Plan") stock fund assumed to be framount is based on a plan statement issued by the Plan administrator as of September be available to the reporting person if such holdings were liquidated on that date.	ders of records as of the close of business on November 12, 2001. ully invested in Michaels Stores, Inc. common stock. The reported
	/s/ Elizabeth K. Giddens	November 4, 2002
	nature of Reporting Person eth K. Giddens, Attorney-in-Fact for Thomas C. DeCaro	Date
Rem	ninder: Report on a separate line for each class of securities beneficially owned directly or	r indirectly.
	$^{*}$ If the form is filed by more than one reporting person, $\textit{see}$ Instruction $4(b)(v)$ .	
	** Intentional misstatements or omissions of facts constitute Federal Criminal Violat	ions. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
	Note: File three copies of this Form one of which must be manually signed. If space is i	nsufficient see Instruction 6 for procedure

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