

Abelman David
 Form 4
 November 21, 2011

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 *
 Abelman David

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Chief Mktg & Merch Officer

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

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

BERLIN, NJ 08009

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 (A) or (D) Price			
Common Stock, no par value	11/17/2011		F(1)	32,725 D \$ 1.6	119,092	D	
Common Stock, no par value	11/17/2011		U(2)	119,092 D \$ 1.6	0	D	

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

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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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 3.37	11/18/2011		D	26,000	(3)	(3)	Common Stock	26,000
Stock Appreciation Right	\$ 2.78	11/18/2011		D	82,777	(3)	(3)	Common Stock	82,777
Stock Appreciation Right	\$ 2.07	11/18/2011		D	75,000	(3)	(3)	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abelman David A.C. MOORE ARTS & CRAFTS, INC. 130 A.C. MOORE DRIVE BERLIN, NJ 08009			EVP, Chief Mktg & Merch Officer	

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).
- (1) 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.
- (2)

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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.

- (3) Stock appreciation rights vest in three equal annual installments and expire seven years from the grant date, if not earlier terminated or exercised in full.
- (4) This stock appreciation right was cancelled in connection with the merger of Sbar's with and into A.C. Moore on November 18, 2011.

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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