

MICHAELS STORES INC
Form 8-K
February 17, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **February 17, 2011**

MICHAELS STORES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-09338
(Commission
File Number)

75-1943604
(IRS Employer
Identification No.)

8000 Bent Branch Drive

Irving, Texas 75063

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 409-1300**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02. Results of Operations and Financial Condition.

The information contained in this Current Report on Form 8-K, including the exhibit attached hereto, is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained in this Item 2.02 and Exhibit 99.1 attached hereto shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On February 17, 2011, Michaels Stores, Inc. issued a press release announcing, among other things, its sales results for the quarter ended January 29, 2011. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press release issued by Michaels Stores, Inc., dated February 17, 2011.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICHAELS STORES, INC.

By: */s/ Charles M. Sonstebly*
Charles M. Sonstebly
Chief Administrative Officer & Chief Financial Officer
(Principal Financial Officer)

Date: February 17, 2011

Index to Exhibits

Exhibit Number	Description
99.1	Press release issued by Michaels Stores, Inc., dated February 17, 2011.

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ottom: 1px solid #000000" align="left">/s/ Donald R. Chappel Name: Donald R. Chappel Title: Chief Financial Officer **Williams Partners Operating LLC**

By: Williams Partners L.P., its managing member By: Williams Partners GP LLC, its general partner

By: /s/ Donald R. Chappel Name: Donald R. Chappel Title: Chief Financial Officer

Williams Energy Services, LLC

By: /s/ Steven J. Malcolm
Name: Steven J. Malcolm
Title: President

Williams Partners GP LLC

By: /s/ Steven J. Malcolm
Name: Steven J. Malcolm
Title: Chief Executive Officer

Schedule 1

Executive Officers of The Williams Companies, Inc.

Alan S. Armstrong

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president, Midstream

Citizenship: USA

Amount Beneficially Owned: 0

James J. Bender

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president and general counsel

Citizenship: USA

Amount Beneficially Owned: 10,000 Common Units (less than 1%)+*

Donald R. Chappel

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president and chief financial officer

Citizenship: USA

Amount Beneficially Owned: 10,000 Common Units (less than 1%)+

Ralph A. Hill

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president, Exploration and Production

Citizenship: USA

Amount Beneficially Owned: 5,000 Common Units (less than 1%)+

Robyn L. Ewing

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president and chief administrative officer

Citizenship: USA

Amount Beneficially Owned: 0

Steven J. Malcolm

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Chairman of the board, chief executive officer and president

Citizenship: USA

Amount Beneficially Owned: 10,000 Common Units (less than 1%)+

Ted T. Timmermans
c/o The Williams Companies, Inc.
One Williams Center
Tulsa, Oklahoma 74172-0172
Principal Occupation: Vice president, corporate controller and chief accounting officer
Citizenship: USA
Amount Beneficially Owned: 500 Common Units (less than 1%)+

Phillip D. Wright
c/o The Williams Companies, Inc.
2800 Post Oak Boulevard
Houston, Texas 77056
Principal Occupation: Senior vice president, Gas Pipeline
Citizenship: USA
Amount Beneficially Owned: 10,100 Common Units (less than 1%)+

Board of Directors of The Williams Companies, Inc.

Irl F. Engelhardt
c/o Patriot Coal Corporation
12312 Olive Boulevard
St. Louis, Missouri 63141
Principal Occupation: Chairman, Patriot Coal Corporation
Citizenship: USA
Amount Beneficially Owned: 0

William E. Green
425 Sherman Avenue, Suite 100
Palo Alto, California 94306
Principal Occupation: Founder of William Green & Associates, a Palo Alto, California law firm, and vice president, general counsel and secretary of AIM Broadcasting, LLC, a broadcast media firm, whose address is 480 Lytton Avenue, Suite 7, Palo Alto, California 94301
Citizenship: USA
Amount Beneficially Owned: 0

Juanita H. Hinshaw
7701 Forsyth Blvd., Suite 1000
Clayton, Missouri 63105
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 1,000 Common Units (less than 1%)+

W.R. Howell
42113 N. 105th Street
Scottsdale, Arizona 85262
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 10,000 Common Units (less than 1%)+

George A. Lorch
1125 Dormie Drive
Naples, Florida 34108
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 5,000 Common Units (less than 1%)+

William G. Lowrie
44 Goat Island Place
Sheldon, South Carolina 29441

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 6,990 Common Units (less than 1%)+

Frank T. MacInnis

c/o EMCOR Group, Inc.

301 Merritt Seven, 6th Floor

Norwalk, Connecticut 06851

Principal Occupation: Chairman of the board and chief executive officer of EMCOR Group, Inc., an electrical and mechanical construction and facilities management group

Citizenship: USA

Amount Beneficially Owned: 5,000 Common Units (less than 1%)+

Steven J. Malcolm

(see above)

Janice D. Stoney

c/o Qwest Communications

20 E. Thomas, 16th Floor

Phoenix, Arizona 85012

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 5,000 Common Units (less than 1%)+

Dr. Kathleen B. Cooper

Southern Methodist University

3330 University Blvd.

213 Carr Collins Hall

Dallas, Texas 77275-0117

Principal Occupation: Senior Fellow at Southern Methodist University

Citizenship: USA

Amount Beneficially Owned: 0

William R. Granberry

Compass Operating, LLC

400 W. Illinois

Suite 1000

Midland, Texas 79701

Principal Occupation: Member of Compass Operating Company, LLC

Citizenship: USA

Amount Beneficially Owned: 0

Joseph R. Cleveland

9117 Mid Pines Court

Orlando, Florida 32719

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 0

Members of the Management Committee and Executive Officers of Williams Gas Pipeline Company, LLC

Steven J. Malcolm, Member of Management Committee, Chairman

(see above)

Donald R. Chappel, Member of Management Committee

(see above)

Phillip D. Wright, Member of Management Committee, Senior Vice President

(see above)

Robyn L. Ewing, Member of Management Committee

(see above)

Rodney J. Sailor, Assistant Treasurer

(see below)

Members of Williams Gas Pipeline Company, LLC

See above for information regarding the executive officers and directors of Williams, the sole member of Williams Gas Pipeline Company, LLC

Executive Officers and Directors of Williams Pipeline GP LLC

Steven J. Malcolm, Chairman of the Board and Chief Executive Officer

(see above)

Donald R. Chappel, Director and Chief Financial Officer

(see above)

Phillip D. Wright, Director and Chief Operating Officer

(see above)

James J. Bender, General Counsel

(see above)

Rodney J. Sailor, Director

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Vice President and Treasurer of The Williams Companies, Inc.

Citizenship: USA

Amount Beneficially Owned: 500 Common Units (less than 1%)+

Emmitt C. House, Director

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Attorney with Gonzalez, Saggio and Harlan, L.L.C.

Citizenship: USA

Amount Beneficially Owned: 4,000 Common Units (less than 1%)

Steven L. Zelkowitz, Director

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Consultant with Sycamore Energy Consulting

Citizenship: USA

Amount Beneficially Owned: 5,000 Common Units (less than 1%)

H. Brent Austin, Director

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Chief Investment Officer of Alsamora L.P.

Citizenship: USA

Amount Beneficially Owned: 1,762 Common Units (less than 1%)

Members of Williams Pipeline GP LLC

See below for information regarding the executive officers and directors of Williams Partners Operating LLC, the sole member of Williams Pipeline GP LLC

(see above)

Members of the Management Committee and Executive Officers of Williams Energy Services, LLC

Steven J. Malcolm, Management Committee Member, Chairman and President

(see above)

Donald R. Chappel, Management Committee Member

Alan S. Armstrong, Senior Vice President

(see above)

Robyn L. Ewing, Management Committee Member, Senior Vice President

(see above)

Rodney J. Sailor, Treasurer

(see above)

Member of Williams Energy Services, LLC

See above information regarding the executive officers and directors of The Williams Companies, Inc., the sole member of Williams Energy Services, LLC.

Executive Officers of Williams Partners GP LLC

Steven J. Malcolm, Chief Executive Officer

(see above)

Donald R. Chappel, Chief Financial Officer

(see above)

Alan S. Armstrong, Senior Vice President Midstream

(see above)

Phillip D. Wright, Senior Vice President Gas Pipeline

(see above)

James J. Bender, General Counsel

(see above)

Board of Directors of Williams Partners GP LLC

Steven J. Malcolm

(see above)

Donald R. Chappel

(see above)

Alan S. Armstrong

(see above)

Phillip D. Wright

(see above)

Billy Z. Parker

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 0

Alice M. Peterson

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Chief Ethics Officer of SAI Global, a provider of ethics, compliance and reputation management solutions

Citizenship: USA

Amount Beneficially Owned: 0

H. Michael Krimbill

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 0

Member of Williams Partners GP LLC

See above information regarding the executive officers and management committee members of Williams Energy Services, LLC, the sole member of Williams Partners GP LLC.

Williams Partners L.P.

Williams Partners L.P. is managed by its general partner, Williams Partners GP LLC and has no officers.

Williams Partners Operating LLC

Williams Partners Operating LLC is managed by its sole member, Williams Partners L.P. which is managed by its general partner, Williams Partners GP LLC and has no officers.

+ Listed Person
acquired
Common Units
pursuant to
Issuer's directed
unit program.

* Listed Person is
the trustee of the
James J. Bender
Trust dated
July 8, 2009,
who has the
right to receive

or the power to
direct the
receipt of
dividends from,
or the proceeds
from the sale of,
10,000
Common Units
held by the
Trust.

Exhibit G
Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13D is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signatory hereto, at the principal office thereof.

Dated: February 19, 2010

The Williams Companies, Inc.

By: /s/ Phillip D. Wright
Name: Phillip D. Wright
Title: Senior Vice President Gas Pipeline

Williams Gas Pipeline Company, LLC

By: /s/ Phillip D. Wright
Name: Phillip D. Wright
Title: Senior Vice President

Williams Pipeline GP LLC

By: /s/ Phillip D. Wright
Name: Phillip D. Wright
Title: Senior Vice President and Chief
Operating Officer

Williams Partners L.P.

By: Williams Partners GP LLC, its general partner

By: /s/ Donald R. Chappel
Name: Donald R. Chappel
Title: Chief Financial Officer

Williams Partners Operating LLC

By: Williams Partners L.P., its managing member

By: Williams Partners GP LLC, its general partner

By: /s/ Donald R. Chappel
Name: Donald R. Chappel
Title: Chief Financial Officer

Williams Energy Services, LLC

By: /s/ Steven J. Malcolm
Name: Steven J. Malcolm
Title: President

Williams Partners GP LLC

By: /s/ Steven J. Malcolm
Name: Steven J. Malcolm
Title: Chief Executive Officer