

A.C. Moore Arts & Crafts, Inc.

Form 4

October 11, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GLENHILL ADVISORS LLC

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)
156 WEST 56TH STREET, 17TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 (D) Price			

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. D
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	S (I			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Equity Swap	<u>(1)</u>	10/06/2011	S/K		254,023 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	254,023 <u>(1)</u>
Equity Swap	<u>(1)</u>	10/07/2011	S/K		309,877 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	309,877 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLENHILL ADVISORS LLC 156 WEST 56TH STREET 17TH FLOOR NEW YORK, NY 10019		X		
KREVLIN GLENN J 156 WEST 56TH STREET 17TH FLOOR NEW YORK, NY 10019		X		
GLENHILL CAPITAL MANAGEMENT LLC 156 WEST 56TH STREET 17TH FLOOR NEW YORK, NY 10019		X		
Glenhill Capital Overseas Master Fund, L.P. 156 WEST 56TH STREET 17TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Glenn J. Krevlin	10/11/2011
**Signature of Reporting Person	Date
/s/ Glenn J. Krevlin, Managing Member, Glenhill Advisors, LLC	10/11/2011
**Signature of Reporting Person	Date
/s/ Glenn J. Krevlin, Managing Member, Glenhill Advisors, LLC, Managing Member, Glenhill Capital Management, LLC	10/11/2011

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__Signature of Reporting Person

Date

/s/ Glenn J. Krevlin, Managing Member, Glenhill Advisors, LLC, Managing Member,
Glenhill Capital Management, LLC, Sole Shareholder, Glenhill Capital Overseas GP, Ltd.,
General Partner, Glenhill Capital Overseas Master Fund LP

10/11/2011

__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) On October 6, 2011, a portion (representing 254,023 shares of common stock of the Issuer) of a previously reported total return equity swap was settled at a price per share of approximately \$1.51. On October 7, 2011, the remaining portion (representing 309,877 shares of common stock of the Issuer) of such equity swap was settled at a price per share of approximately \$1.51. For each such transaction, the settlement price was below the exercise price, which was re-set to \$2.50 on July 1, 2011 (and re-set to expire on August 1, 2012), requiring Glenhill Capital Overseas Master Fund, LP to pay to the securities broker an amount equal to the decrease in the market value of such shares from the exercise price as of each such transaction date, plus applicable interest pursuant to the terms of the equity swap agreement as well as commissions.

- (2) Reporting person, Glenn J. Krevlin, is the managing member of Glenhill Advisors, LLC, a limited liability company that is managing member of Glenhill Capital Management LLC, which has investment control and owns a minority interest in various private investment funds, including Glenhill Capital Overseas Master Fund, LP which owns the reported derivative security. With respect to Glenhill Capital Overseas Master Fund, LP, investment management discretion has been delegated to Glenhill Capital Advisors, LLC, the managing member of which is Krevlin Management, Inc., the sole shareholder of which is Glenn J. Krevlin. Swaps are not counted for purposes of determining beneficial ownership. Such contracts do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership in securities that may be referenced in such contracts.

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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