

RITTENHOUSE THOMAS S

Form 4

November 21, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITTENHOUSE THOMAS S

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)

A.C. MOORE ARTS & CRAFTS,
INC., 130 A.C. MOORE DRIVE

(Street)

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

BERLIN, NJ 08009

(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 (A) or (D)	Price	
Common Stock, no par value	11/17/2011		U ⁽¹⁾		65,824 ⁽²⁾	\$ 1.6	0 D

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)**

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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)	8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Director Stock Option (Right to Buy)	\$ 20.37	11/18/2011		D	3,500	02/20/2008	02/20/2014	Common Stock	3,500
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RITTENHOUSE THOMAS S A.C. MOORE ARTS & CRAFTS, INC. 130 A.C. MOORE DRIVE BERLIN, NJ 08009	X

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) 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.
 - (2) 1,000 Shares held jointly by the reporting person and his spouse.
 - (3) This option 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 of the Securities Exchange Act of 1934, an issuer, promoter, or financial adviser of the securities of the issuer.

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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