

A.C. Moore Arts & Crafts, Inc.
 Form 4
 November 17, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
KAPLAN WILLIAM

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2006

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

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

(Street)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/15/2006		S		150,000	D	\$ 22.25
					1,850,000	I	
Common Stock	11/15/2006		S		100,000	D	\$ 22.3
					1,750,000	I	

By Grantor Retained Annuity Trust

By Grantor Retained Annuity Trust

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Common Stock	11/16/2006	S	10,000	D	\$ 22.37	1,740,000	I	By Grantor Retained Annuity Trust
Common Stock	11/16/2006	S	57,500	D	\$ 22.4	1,682,500	I	By Grantor Retained Annuity Trust
Common Stock	11/16/2006	S	10,000	D	\$ 22.41	1,672,500	I	By Grantor Retained Annuity Trust
Common Stock	11/16/2006	S	25,000	D	\$ 22.42	1,647,500	I	By Grantor Retained Annuity Trust
Common Stock	11/16/2006	S	25,000	D	\$ 22.43	1,622,500	I	By Grantor Retained Annuity Trust
Common Stock	11/16/2006	S	15,000	D	\$ 22.45	1,607,500	I	By Grantor Retained Annuity Trust
Common Stock	11/17/2006	S	107,500	D	\$ 22.1	1,500,000	I	By Grantor Retained Annuity Trust
Common Stock	11/17/2006	S	5,000	D	\$ 22.3	1,495,000	I	By Grantor Retained Annuity Trust

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

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Amy Rhoades, by Power of Attorney
11/17/2006

__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).

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 issuer of the securities covered by this Statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.