

KAPLAN WILLIAM  
Form SC 13G/A  
February 10, 2004

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OMB Number: 3235-0145

Expires: December 31, 2005

Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 7)\*

A.C. MOORE ARTS & CRAFTS, INC.  
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(Name of Issuer)

Common Stock, no par value  
-----

(Title of Class of Securities)

00086T 10 3  
-----

(CUSIP Number)

December 31, 2003  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

SEC 1745 (12-02)

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Schedule 13G

Page 2 of 5 Pages

1 NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

William Kaplan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(See Instructions) (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

2,500,162 shares (See Item 4)

NUMBER OF  
SHARES  
BENEFICIALLY

6 SHARED VOTING POWER

0 shares

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

7 SOLE DISPOSITIVE POWER

2,500,162 shares (See Item 4)

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,162 shares (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (See Instructions)

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12.9% (See Item 4)

-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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Item 1(a) Name of Issuer:  
-----

A.C. Moore Arts & Crafts, Inc. (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:  
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500 University Court, Blackwood, NJ 08012

Item 2(a) Name of Person Filing:  
-----

William Kaplan

Item 2(b) Address of Principal Business Office or, if none, Residence:  
-----

c/o A.C. Moore Arts & Crafts, Inc., 500 University Court,  
Blackwood, NJ 08012

Item 2(c) Citizenship:  
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United States of America

Item 2(d) Title of Class of Securities:  
-----

Common Stock, no par value

Item 2(e) CUSIP Number:  
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00086T 10 3

Item 3 Not Applicable

Item 4 Ownership:  
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(a) Amount beneficially owned: As of December 31, 2003,  
William Kaplan beneficially owned 2,500,162 shares of  
common stock of the Issuer.

The filing of this Schedule 13G shall not be  
construed as an admission that (a) William Kaplan is,  
for purposes of Section 13(d) or 13(g) of the  
Securities Exchange Act of 1934, as amended, the  
beneficial owner of any equity securities covered by

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this Schedule 13G or (b) that this Schedule 13G is legally required to be filed by William Kaplan.

(b) Percent of class: 12.9%. (Based on 19,357,541 shares outstanding as of December 31, 2003.)

(c) Number of shares as to which William Kaplan has:

(i) sole power to vote or to direct the vote: 2,500,162 shares of common stock of the Issuer;

(ii) shared power to vote or to direct the vote: 0 shares of common stock of the Issuer;

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(iii) sole power to dispose or to direct the disposition of: 2,500,162 shares of common stock of the Issuer; and

(iv) shared power to dispose or to direct the disposition of: 0 shares of common stock of the Issuer.

Item 5 Ownership of Five Percent or Less of a Class:  
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Not Applicable

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:  
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Not Applicable

Item 7 Identification and Classification of the Subsidiary Which  
-----  
Acquired the Security Being Reported on by the Parent Holding  
-----  
Company:  
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Not Applicable

Item 8 Identification and Classification of Members of the Group:  
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Not Applicable

Item 9 Notice of Dissolution of Group:  
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Not Applicable

Item 10 Certification  
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Not Applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004  
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By: /s/ William Kaplan  
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Name: William Kaplan