

MONRO MUFFLER BRAKE INC
Form 4
June 10, 2008

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

OMB APPROVAL

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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 *
SOLOMON PETER J

2. Issuer Name and Ticker or Trading Symbol
MONRO MUFFLER BRAKE INC
[MNRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2008

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

C/O PETER J SOLOMON
COMPANY, 520 MADISON
AVENUE, 29TH FLOOR

(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

NEW YORK, NY 10022

(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 | | | |
| COMMON STOCK | | | | | 536,897 ⁽¹⁾ <u>(2)</u> | D | |
| COMMON STOCK | 06/08/2008 | 06/08/2008 | M | 6,839 A \$ 5.61 | 543,736 | D | |
| COMMON STOCK | 06/08/2008 | 06/08/2008 | M | 6,839 A \$ 13.46 | 550,575 | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| OPTION (right to buy) | \$ 5.61 | 06/08/2008 | 06/08/2008 | M | 6,839 | 08/06/1998 08/05/2008 | COMMON STOCK | 6,839 |
| OPTION (right to buy) | \$ 13.46 | 06/08/2008 | 06/08/2008 | M | 6,839 | 08/19/2003 08/18/2008 | COMMON STOCK | 6,839 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOLOMON PETER J C/O PETER J SOLOMON COMPANY 520 MADISON AVENUE, 29TH FLOOR NEW YORK, NY 10022 | X | X | | |

Signatures

/s/Peter J. Solomon by Maureen E. Mulholland as POA for Peter J. Solomon 06/10/2008

__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) Includes 225,047 shares of the Issuer's Common Stock, 20,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 311,850 shares of Common Stock of the Issuer.
- (2) In prior Form 4 filings, the reporting person chose to include in the number of securities beneficially owned, any options to purchase shares of Common Stock of the Issuer which were exercisable within 60 days of the filing. In consultation with the Issuer, the reporting person has determined not to do so on this and all subsequent Section 16(a) filings involving the purchase or sale of the Issuer's Common

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Stock. At the time of this filing, the reporting person holds options to purchase 54,713 shares of Issuer's Common Stock. However, this number is not reflected in this Form 4 filing in the amount of Common Stock "beneficially owned" by the reporting person.

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.