

MONRO MUFFLER BRAKE INC  
 Form 5  
 May 12, 2015

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 BERENSON RICHARD A

(Last) (First) (Middle)

200 HOLLEDER PARKWAY

(Street)

ROCHESTER, NY 14615

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 03/28/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price    |  |  |   |
| HOLDINGS                        | Â                                    | Â  | Â                              | Â   | Â          | Â        | 22,259   | D  | Â   |
| Common Stock                    | 11/20/2014                           | Â  | F4(1)                          | 15,100  | D          | \$ 52.15 | 7,159  | D  | Â   |
| Common Stock                    | 11/20/2014                           | Â  | M4                             | 10,000  | A          | \$ 35.18 | 17,159   | D  | Â   |
| Common Stock                    | 11/20/2014                           | Â  | M4                             | 9,799   | A          | \$ 44.46 | 26,958   | D  | Â   |

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|              |            |   |                   |        |   |           |                       |   |   |
|--------------|------------|---|-------------------|--------|---|-----------|-----------------------|---|---|
| Common Stock | 12/04/2014 | Â | F4 <sup>(2)</sup> | 200    | D | \$ 55.05  | 26,758                | D | Â |
| Common Stock | 12/04/2014 | Â | M4                | 201    | A | \$ 44.46  | 26,959                | D | Â |
| Common Stock | 01/09/2015 | Â | F4 <sup>(3)</sup> | 11,450 | D | \$ 57     | 15,509                | D | Â |
| Common Stock | 01/09/2015 | Â | M4                | 10,260 | A | \$ 26.64  | 25,769                | D | Â |
| Common Stock | 01/09/2015 | Â | M4                | 10,000 | A | \$ 35.57  | 35,769                | D | Â |
| Common Stock | Â          | Â | Â                 | Â      | Â | Â         | 36,292 <sup>(4)</sup> | D | Â |
| Common Stock | 02/27/2015 | Â | S4                | 30,000 | D | \$ 63.902 | 6,292                 | D | Â |

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

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(9-02)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)    | Date Exercisable   | Expiration Date |   |                            |
| Options (Right to Buy)                     | \$ 35.18   | 11/20/2014                           | Â  | M4                             | Â   | 10,000 | 08/07/2012   | 08/06/2017      | Common Stock  | 10,000                     |
| Options (Right to Buy)                     | \$ 44.46   | 11/20/2014                           | Â  | M4                             | Â   | 9,799  | 08/06/2013   | 08/05/2018      | Common Stock  | 9,799                      |
| Options (Right to Buy)                     | \$ 44.46   | 12/04/2014                           | Â  | M4                             | Â   | 201    | 08/06/2013   | 08/05/2018      | Common Stock  | 201                        |
| Options (Right to Buy)                     | \$ 26.64   | 01/09/2015                           | Â  | M4                             | Â   | 10,260 | 08/10/2010   | 08/09/2015      | Common Stock  | 10,260                     |
|  | \$ 35.57   | 01/09/2015                           | Â  | M4                             | Â   | 10,000 | 08/09/2011   | 08/08/2016      |   | 10,000                     |

Options  
(Right to  
Buy)Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| BERENSON RICHARD A<br>200 HOLLEDER PARKWAY<br>ROCHESTER, NY 14615 | X             | X            | X       | X     |

## Signatures

/s/ Richard A.  
Berenson

05/12/2015

\*\*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) As permitted pursuant to the terms of the 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of options reported on Tables I and II. The shares were valued at the closing price for the Issuer's stock on November 20, 2014, the date on which the reporting person exercised the options.

(2) As permitted pursuant to the terms of the 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of options reported on Tables I and II. The shares were valued at the closing price for the Issuer's stock on December 4, 2014, the date on which the reporting person exercised the options.

(3) As permitted pursuant to the terms of the 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of options reported on Tables I and II. The shares were valued at the closing price for the Issuer's stock on January 9, 2015, the date on which the reporting person exercised the options.

(4) Reporting Person identified a clerical error from February 2014, December 2014 and January 9, 2015 in which 72, 37 and 414, shares of the Issuer's stock were not reported in the number of securities beneficially owned. The Reporting Person has corrected the error with this filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.