

MONRO MUFFLER BRAKE INC

Form 4/A

June 09, 2005

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2004

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

NEW YORK, NY 10022

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/26/2004

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock						425,085 ⁽¹⁾	D
Common Stock	05/26/2005	05/26/2005	M	4,558 A	\$ 8.49	425,085 ⁽²⁾	D
Common Stock	05/26/2005	05/26/2005	M	4,558 A	\$ 11.34	425,085 ⁽²⁾	D

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

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information contained in this form are not**

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 8.49	05/26/2005	05/26/2005	M	4,558	08/07/1995	08/06/2005	Common Stock	4,558
Option (Right to buy)	\$ 11.34	05/26/2005	05/26/2005	M	4,558	08/05/1996	08/04/2006	Common Stock	4,558

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

06/09/2005

____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).

- Includes 180,715 shares of the Issuer's Common Stock, 20,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 207,900 shares of Common Stock of the Issuer and options to purchase 45,586 shares of Common Stock of the Issuer, granted pursuant to (1) the Issuer's Non-Employee Directors' Stock Option Plans, which are exercisable within 60 days. Prior to this filing, the reporting person had inadvertently failed to add to the total number of options outstanding, options to purchase 4,559 shares of Common Stock, granted on August 10, 2004. The reporting person did make a Form 4 filing in connection with the grant.

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- The reporting person inadvertently added the acquisition of these shares (9,116 in total) to the total amount of securities beneficially owned. The reporting person regularly includes in the total amount of securities beneficially owned by him any options to purchase Common Stock of the Issuer which are exercisable within 60 days. Therefore, the 9,116 shares acquired by the reporting person upon his
- (2) exercise of certain options granted pursuant to the Issuer's Non-Employee Director's Stock Option Plans were already included in the 425,085 shares reported as beneficially owned by the reporting person. After this exercise, the holdings were as follows: 180,715 shares of the Issuer's Common Stock, 20,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 207,900 shares of Common Stock of the Issuer and options to purchase 36,470 shares of Common Stock 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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