

MONRO MUFFLER BRAKE INC

Form 4

November 05, 2008

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SOLOMON PETER J**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/03/2008**

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 Filing(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 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)
COMMON STOCK					550,575	D	
Common Stock	11/03/2008	11/03/2008	C	155,925 A (2)	550,575 (1)	D	
Common Stock	11/03/2008	11/03/2008	C	350,830 A (2)	777,793 (3) (4)	I	Trustee
Common Stock	11/03/2008	11/03/2008	S	68,016 D \$ 21.2654	709,777	I	Trustee
	11/04/2008	11/04/2008	S	64,881 D	644,896	I	Trustee

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Common Stock \$ 20.9828

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

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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. Amount or Number of Shares
Class C Preferred Stock	(2)	11/03/2008	11/03/2008	C	10,000	(2) (2)	Common Stock	155,925
Class C Preferred Stock	(2)	11/03/2008	11/03/2008	C	22,500	(2) (2)	Common Stock	350,830

## 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

## Signatures

/s/Peter J. Solomon by Maureen E. Mulholland as POA for Peter J. Solomon 11/05/2008

\_\_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)

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On November 3, 2008, the reporting person elected to convert 10,000 shares of Class C Preferred Stock of the Issuer. As a result, reporting person's holdings now include 394,650 shares of the Issuer's Common Stock and 10,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 155,925 shares of Common Stock of the Issuer.

- (2) Each share of Class C Preferred Stock converted into 15.5925 shares of Common Stock. The Class C Preferred Stock had no expiration date.

Such shares of Common Stock of the Issuer are held by three trusts, each for the benefit of one of Mr. Solomon's three children. Mr. Solomon is a trustee of such trusts and, accordingly, may be deemed to have a beneficial interest therein. Beneficial ownership reported

(3) on this Form 4 does not include shares of Common Stock of the Issuer held by charitable foundations of which Mr. Solomon is a trustee. Mr. Solomon expressly disclaims beneficial ownership of securities held by such trusts and charitable foundations, and this report shall not be deemed an admission that Mr. Solomon is the beneficial owner of such securities.

On November 3, 2008, the trustees of the three trusts elected to convert an aggregate of 22,500 shares of Class C Preferred Stock.

- (4) Immediately following the conversion, the aggregate holdings of the trusts were 426,963 shares of the Issuer's Common Stock and 22,500 shares of Class C Preferred Stock, presently convertible into 350,830 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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