

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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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

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

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

200 HOLLEDER PARKWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ROCHESTER, NY 14615

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 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 ⁽²⁾	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 ⁽³⁾	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 ⁽⁴⁾	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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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% Owner	Officer	Other
BERENSON RICHARD A 200 HOLLEDER PARKWAY 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.