

MONRO MUFFLER BRAKE INC

Form 4

May 23, 2005

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

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)
05/19/2005

☒ 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	(A) or (D)	Price		
Common Stock								425,085 ⁽¹⁾	D
Common Stock	05/19/2005	05/19/2005	S		1,500	D	\$ 26.05	907,735 ⁽²⁾	I
Common Stock	05/19/2005	05/19/2005	S		1,200	D	\$ 26.09	906,535 ⁽²⁾	I
Common Stock	05/19/2005	05/19/2005	S		1,375	D	\$ 26.1	905,160 ⁽²⁾	I
	05/20/2005	05/20/2005	S		2,400	D		902,760 ⁽²⁾	I

\$
26.05

Common Stock	05/20/2005	05/20/2005	S	819	D	\$ 26.1	901,941 ⁽²⁾	I	Trustee ⁽³⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

05/23/2005

****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).

(1) Includes 20,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 207,900 shares of Common Stock of the Issuer, and also includes options to purchase 41,027 shares of Common Stock of the Issuer, granted pursuant to the Issuer's Non-Employee

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Directors' Stock Option Plans, which are exercisable within 60 days.

- (2) Includes 45,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 467,775 shares of Common Stock of the Issuer.

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.

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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