

MONRO MUFFLER BRAKE INC
Form 4
October 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GROSS ROBERT G

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)
200 HOLLEDER PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2015

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

ROCHESTER, NY 14615

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

(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 | | | |
| HOLDING | | | | | 115,807 | D | |
| Common Stock | 10/27/2015 | 10/27/2015 | G | 3,000 D \$ 75.57 | 112,807 | D | |
| Common Stock | 10/28/2015 | 10/28/2015 | M | 150,000 A \$ 33.62 | 262,807 | D | |
| Common Stock | 10/28/2015 | 10/28/2015 | J ⁽¹⁾ | 102,000 D \$ 75.99 | 160,807 | D | |
| Common Stock | 10/28/2015 | 10/28/2015 | S | 26,711 ⁽²⁾ ⁽³⁾ D \$ 76.0044 | 134,096 | D | |
| | 10/29/2015 | 10/29/2015 | S | 1,289 ⁽³⁾ D | 132,807 | D | |

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Common Stock \$ 76.0113

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock | \$ 33.62 | 10/28/2015 | 10/28/2015 | M | 37,500 | 01/03/2012 01/03/2016 | COMMON STOCK 37,500 |
| Common Stock | \$ 33.62 | 10/28/2015 | 10/28/2015 | M | 37,500 | 01/03/2013 01/03/2016 | COMMON STOCK 37,500 |
| Common Stock | \$ 33.62 | 10/28/2015 | 10/28/2015 | M | 37,500 | 01/03/2014 01/03/2016 | COMMON STOCK 37,500 |
| Common Stock | \$ 33.62 | 10/28/2015 | 10/28/2015 | M | 37,500 | 01/03/2015 01/03/2016 | COMMON STOCK 37,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS ROBERT G 200 HOLLEDER PARKWAY ROCHESTER, NY 14615 | X | | Executive Chairman | |

Signatures

/s/ Maureen E. Mullholland as POA for Robert G. Gross 10/29/2015

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).

As permitted pursuant to the terms of the 2007 Incentive Stock Plan, the reporting person delivered these securities to the Issuer in order to pay for the exercise of options reported on Tables I and II and certain personal tax obligations related to such exercise. The securities were valued at the closing price of the Issuer's stock on October 28, 2015, the date on which the reporting person exercised the options and surrendered the shares.

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.00 to \$76.049, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request.

(2) The reporting person has completed all intended sales of the Issuer's stock as disclosed on his Form 144 dated October 28, 2015, which were undertaken for personal tax planning and diversification purposes.

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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