

MONRO MUFFLER BRAKE INC
Form 4
November 16, 2012

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 *
Van Heel John W

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)
11/14/2012

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

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 or Price | | |
| HOLDINGS | | | | | 44,887 | D | |
| Common Stock | 11/14/2012 | 11/14/2012 | J | | \$ 43,018 (1) | D | |
| Common Stock | 11/14/2012 | 11/14/2012 | M | | \$ 112,500 12.11 | A | |
| Common Stock | 11/14/2012 | 11/14/2012 | M | | \$ 6.6 | A | |
| Common Stock | 11/15/2012 | 11/15/2012 | S | | \$ 20,000 (2) | D | |
| | 11/16/2012 | 11/16/2012 | S | | | D | |
| | | | | | 88,419 | D | |

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Common Stock 12,700 \$
(2) 31.52

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

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 (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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Options (Right to buy) | \$ 12.11 | 11/14/2012 | 11/14/2012 | M | 112,500 | 01/10/2008 | 01/09/2013 | Common Stock | 112,500 |
| Options (Right to buy) | \$ 6.6 | 11/14/2012 | 11/14/2012 | M | 6,750 | 05/15/2003 | 05/14/2013 | Common Stock | 6,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Heel John W 200 HOLLEDER PARKWAY ROCHESTER, NY 14615 | X | | Chief Executive Officer | |

Signatures

/s/ John W. Van Heel 11/16/2012

**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 112,500 Non-qualified stock options reported on Table I and II. The shares were valued at the closing price for the

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Issuer's stock on November 14, 2012, the date on which the reporting person delivered these shares and exercised the options.

- (2) The reporting person sold stock to pay taxes related to the exercise of options on November 14, 2012. The reporting person's holdings of the Issuer's stock increased by 43,532 shares as a result of the stock option exercises and related sales.

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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