

MONRO MUFFLER BRAKE INC

Form 4

February 23, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DANZIGER FREDERICK M

(Last) (First) (Middle)

**387 PARK AVENUE SOUTH 6TH
FLOOR**

(Street)

NEW YORK, NY 10016-8899

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**MONRO MUFFLER BRAKE INC
[MNRO]**

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

02/21/2006

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								51,307	D
Common Stock	02/21/2006	02/21/2006	J ⁽¹⁾		6,428	D	\$ 35.04	44,879	D
Common Stock	02/21/2006	02/21/2006	M		4,559	A	\$ 12.82	49,438	D
Common Stock	02/21/2006	02/21/2006	M		4,559	A	\$ 20.19	53,997	D
Common Stock	02/21/2006	02/21/2006	M		3,270	A	\$ 22.86	57,267	D

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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. Amount or Number of Shares
Options (Right to buy)	\$ 12.82	02/21/2006	02/21/2006	M	4,559	08/06/2002 08/05/2012	Common Stock	4,559
Option (Right to buy)	\$ 20.19	02/21/2006	02/21/2006	M	4,559	08/19/2003 08/18/2013	Common Stock	4,559
Option (Right to buy)	\$ 22.86	02/21/2006	02/21/2006	M	3,270	08/10/2004 08/09/2014	Common Stock	3,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANZIGER FREDERICK M 387 PARK AVENUE SOUTH 6TH FLOOR NEW YORK, NY 10016-8899			X	

Signatures

/s/ Frederick M. Danziger by Maureen E. Mulholland as POA for Frederick M.
Danziger

02/23/2006

____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 Non-Employee Directors' Stock Option Plan, the reporting person delivered these securities to the Issuer in order to pay for the exercise of the options reported on Tables I and II. The securities were valued at the mean between the closing high bid (\$35.00) and low asked prices (\$35.08) for the Issuer's stock on February 21, 2006, the date on which the reporting person exercised the options.

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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