

GROSS ROBERT G

Form 4

October 27, 2008

**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 \*  
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)

ROCHESTER, NY 14615

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/23/2008

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 287,500                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 10/23/2008                              | 10/23/2008                                                  | J <sup>(1)</sup>                     |                                                                         | 150,000                                                                                                            | D                                                                       | \$ 20.54 137,500                                                  |
| Common<br>Stock                       | 10/23/2008                              | 10/23/2008                                                  | M                                    |                                                                         | 450,000                                                                                                            | A                                                                       | \$ 3.47 587,500                                                   |
| Common<br>Stock                       | 10/23/2008                              | 10/23/2008                                                  | J <sup>(1)</sup>                     |                                                                         | 89,825                                                                                                             | D                                                                       | \$ 20.54 497,675                                                  |
| Common<br>Stock                       | 10/23/2008                              | 10/23/2008                                                  | S <sup>(2)</sup>                     |                                                                         | 11,429                                                                                                             | D                                                                       | \$ 20.6311 486,246                                                |

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|              |            |            |                  |        |   |            |         |   |
|--------------|------------|------------|------------------|--------|---|------------|---------|---|
| Common Stock | 10/24/2008 | 10/24/2008 | S <sup>(2)</sup> | 14,157 | D | \$ 20.0532 | 472,089 | D |
| Common Stock | 10/27/2008 | 10/27/2008 | S <sup>(2)</sup> | 40,000 | D | \$ 20.2618 | 432,089 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount of Underlying Securities (Instr. 3 and 4)        |
| Stock Option (Right to Buy)                | \$ 3.47                                                | 10/23/2008                           | 10/23/2008                                         | M                              | 450,000                                                                                 | 12/01/1998 11/30/2008                                    | Common Stock 450,000                                          |

## Reporting Owners

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

## Signatures

/s/ Maureen E. Mulholland as POA for Robert G. Gross

10/27/2008

\_\_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 1998 Employee Stock Option 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 average between the closing high (\$21.34) and low (\$19.73) sales prices for the Issuer's stock on October 23,

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2008, the date on which the reporting person exercised the options.

- (2) In connection with exercise of expiring options, reporting person is selling shares primarily to pay for certain personal tax obligations related to such exercise.

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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