

MONRO MUFFLER BRAKE INC

Form 4

November 15, 2016

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)
200 HOLLEDER PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2016

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

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)	
Common Stock (Holdings)					396,826 ⁽¹⁾	D		
Common Stock (Holdings)					643,352 ⁽²⁾	I	See Footnote ⁽²⁾	
Common Stock	10/14/2016		C	158,459 ⁽³⁾	A ⁽⁴⁾	643,352 ⁽⁵⁾	I	Trustee
Common Stock	11/11/2016		S	5,000	D ⁽⁶⁾	638,352	I	Trustee

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Common Stock	11/11/2016	S	5,000	D	\$ 55.75	633,352	I	Trustee
Common Stock	11/11/2016	S	5,000	D	\$ 55.2726 (7)	628,352	I	Trustee
Common Stock	11/14/2016	S	10,000	D	\$ 57.7184 (8)	618,352	I	Trustee
Common Stock	11/14/2016	S	5,000	D	\$ 57.891 (9)	613,352	I	Trustee
Common Stock	11/14/2016	S	5,000	D	\$ 57.8227 (10)	608,352	I	Trustee
Common Stock	11/14/2016	S	10,000	D	\$ 57.7055 (11)	598,352	I	Trustee
Common Stock	11/14/2016	S	10,000	D	\$ 57.9655 (12)	588,352	I	Trustee

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. P	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class C Preferred Stock	(4)	10/14/2016	10/14/2016	C		6,775		(3)	(3)	Common Stock	158,458

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLOMON PETER J 200 HOLLEDER PARKWAY ROCHESTER, NY 14615			X	

Signatures

/s/ by Maureen E. Mulholland as POA for Peter J.
Solomon

11/15/2016

__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 10,000 shares of Class C Preferred Stock, which are presently convertible into 233,888 shares of Common Stock of the Issuer.

(2) Includes 22,500 shares of Class C Preferred Stock of the Issuer convertible into 526,245 shares of Common Stock of the Issuer. These shares are held in trust for the benefit of Mr. Solomon's children and grandchildren. Mr. Solomon is a trustee of such trusts and, accordingly, may be deemed to have a beneficial interest therein. Mr. Solomon expressly disclaims beneficial ownership of securities held by such trusts, and this report shall not be deemed an admission that Mr. Solomon is the beneficial owner of such securities.

(3) On October 14, 2016, the trustees of four of the trusts referenced in Footnote 2, above, elected to convert an aggregate of 6,775 shares of Class C Preferred Stock held in those trusts. Each share of Class C Preferred Stock converted into 23.3887 shares of Common Stock. The Class C Preferred Stock became exercisable immediately upon issuance and has no expiration date. Following the conversion and a subsequent sale of 10,000 shares of the Issuer's common stock on October 31, 2016 (reported on Form 4 on November 7, 2016), the trusts hold 275,564 shares of the Issuer's Common Stock and 15,725 shares of Class C Preferred Stock, convertible into 367,788 shares of Common Stock of the Issuer.

(4) See Footnote 3, above.

(5) Includes 15,725 shares of Class C Preferred Stock of the Issuer, presently convertible into 367,788 shares of Common Stock of the Issuer.

(6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.55 to \$55.7501, 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 (the "SEC"), upon request, full information regarding the number of shares sold.

(7) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.25 to \$55.35, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold.

(8) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.75 to \$58.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold.

(9) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.75 to \$58.10, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold.

(10) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.65 to \$57.90, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold.

(11) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.50 to \$57.95, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold.

(12)

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.55 to \$58.25, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold.

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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