

MONRO MUFFLER BRAKE INC  
 Form 4  
 November 05, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 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)  
 C/O PETER J SOLOMON  
 COMPANY, 520 MADISON  
 AVENUE, 29TH FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/03/2008

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

(Street)  
 NEW YORK, NY 10022

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                    |                                      |  |                                |   | 550,575   | D  |   |
| Common Stock                    | 11/03/2008                           | 11/03/2008   | C                              | 155,925 A (2)   | 550,575 (1)   | D  |   |
| Common Stock                    | 11/03/2008                           | 11/03/2008   | C                              | 350,830 A (2)   | 777,793 (3)<br>(4)  | I  | Trustee   |
| Common Stock                    | 11/03/2008                           | 11/03/2008   | S                              | 68,016 D \$ 21.2654   | 709,777   | I  | Trustee   |
|                                 | 11/04/2008                           | 11/04/2008   | S                              | 64,881 D  | 644,896   | I  | Trustee   |

Common Stock \$ 20.9828

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class C Preferred Stock                    | (2)  | 11/03/2008                           | 11/03/2008   | C                              | 10,000  | (2) (2)  | Common Stock  | 155,925                       |
| Class C Preferred Stock                    | (2)  | 11/03/2008                           | 11/03/2008   | C                              | 22,500  | (2) (2)  | Common Stock  | 350,830                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SOLOMON PETER J<br>C/O PETER J SOLOMON COMPANY<br>520 MADISON AVENUE, 29TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

/s/Peter J. Solomon by Maureen E. Mulholland as POA for Peter J. Solomon 11/05/2008

\_\_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)

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On November 3, 2008, the reporting person elected to convert 10,000 shares of Class C Preferred Stock of the Issuer. As a result, reporting person's holdings now include 394,650 shares of the Issuer's Common Stock and 10,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 155,925 shares of Common Stock of the Issuer.

- (2) Each share of Class C Preferred Stock converted into 15.5925 shares of Common Stock. The Class C Preferred Stock had no expiration date.

Such shares of Common Stock of the Issuer are held by three trusts, each for the benefit of one of Mr. Solomon's three children. Mr. Solomon is a trustee of such trusts and, accordingly, may be deemed to have a beneficial interest therein. Beneficial ownership reported on this Form 4 does not include shares of Common Stock of the Issuer held by charitable foundations of which Mr. Solomon is a trustee. Mr. Solomon expressly disclaims beneficial ownership of securities held by such trusts and charitable foundations, and this report shall not be deemed an admission that Mr. Solomon is the beneficial owner of such securities.

- (3) On November 3, 2008, the trustees of the three trusts elected to convert an aggregate of 22,500 shares of Class C Preferred Stock.
- (4) Immediately following the conversion, the aggregate holdings of the trusts were 426,963 shares of the Issuer's Common Stock and 22,500 shares of Class C Preferred Stock, presently convertible into 350,830 shares of Common Stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.