

MONRO MUFFLER BRAKE INC

Form 4

February 03, 2005

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOLOMON PETER J

(Last) (First) (Middle)

**C/O PETER J SOLOMON
COMPANY, 520 MADISON
AVENUE, 29TH FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

**MONRO MUFFLER BRAKE INC
[MNRO]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

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								425,085 <u>(1)</u>	D
Common Stock	02/01/2005		S		1,000	D	\$ 25.91	1,030,131 <u>(2)</u>	I
Common Stock	02/01/2005		S		300	D	\$ 25.915	1,029,831 <u>(2)</u>	I
Common Stock	02/01/2005		S		200	D	\$ 25.935	1,029,631 <u>(2)</u>	I
	02/01/2005		S		100	D	\$ 25.94	1,029,531 <u>(2)</u>	I

Edgar Filing: MONRO MUFFLER BRAKE INC - Form 4

Common Stock									
Common Stock	02/01/2005	S	300	D	\$ 25.945	1,029,231 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	300	D	\$ 25.97	1,028,931 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26	1,028,331 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.1	1,027,731 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.2	1,027,131 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.35	1,026,531 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.4	1,025,931 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	1,300	D	\$ 26.45	1,024,631 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	100	D	\$ 26.46	1,024,531 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.465	1,023,931 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	400	D	\$ 26.48	1,023,531 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.5	1,022,931 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	900	D	\$ 26.55	1,022,031 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	590	D	\$ 26.65	1,021,441 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	10	D	\$ 26.7	1,021,431 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	1,200	D	\$ 26.75	1,020,231 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.8	1,019,631 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	600	D	\$ 26.85	1,019,031 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	02/01/2005	S	1	D	\$ 26.86	1,019,030 ⁽²⁾	I	Trustee ⁽³⁾	
	02/01/2005	S	600	D	\$ 26.95	1,018,430 ⁽²⁾	I	Trustee ⁽³⁾	

Common
Stock

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SOLOMON PETER J
C/O PETER J SOLOMON COMPANY
520 MADISON AVENUE, 29TH FLOOR
NEW YORK, NY 10022

X X

Signatures

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

02/03/2005

**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).

- Includes 20,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 207,900 shares of Common Stock of the Issuer,
- (1) and also includes options to purchase 41,027 shares of Common Stock of the Issuer, granted pursuant to the Issuer's Non-Employee Directors' Stock Option Plans, which are exercisable within 60 days.
- (2) Includes 45,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 467,775 shares of Common Stock of the Issuer.

Edgar Filing: MONRO MUFFLER BRAKE INC - Form 4

- 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
- (3) 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.

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.