

MONRO MUFFLER BRAKE INC
 Form 4
 November 17, 2016

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2016

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

200 HOLLEDER PARKWAY

(Street)

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

ROCHESTER, NY 14615

(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) | | | | | 588,352 ⁽²⁾ | I | See Footnote ⁽²⁾ |
| Common Stock | 11/15/2016 | | S | 5,000 D | \$ 59.1253 ⁽³⁾ 583,352 | I | Trustee |
| Common Stock | 11/15/2016 | | S | 5,000 D | \$ 59.8232 578,352 | I | Trustee |

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| | | | | | (4) | | | |
|--------------|------------|---|--------|---|------------|---------|---|---------|
| Common Stock | 11/15/2016 | S | 10,000 | D | \$ 59.0901 | 568,352 | I | Trustee |
| | | | | | (5) | | | |
| Common Stock | 11/15/2016 | S | 10,000 | D | \$ 58.8815 | 558,352 | I | Trustee |
| | | | | | (6) | | | |
| Common Stock | 11/16/2016 | S | 2,000 | D | \$ 58.3748 | 556,352 | I | Trustee |
| Common Stock | 11/16/2016 | S | 5,000 | D | \$ 58.704 | 551,352 | I | Trustee |
| | | | | | (7) | | | |
| Common Stock | 11/17/2016 | S | 8,000 | D | \$ 57.8448 | 543,352 | I | Trustee |
| | | | | | (8) | | | |
| Common Stock | 11/17/2016 | S | 5,000 | D | \$ 58.1121 | 538,352 | I | Trustee |
| | | | | | (9) | | | |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SOLOMON PETER J
200 HOLLEDER PARKWAY X
ROCHESTER, NY 14615

Signatures

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

11/17/2016

**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.

Includes 15,725 shares of Class C Preferred Stock of the Issuer convertible into 367,888 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,

(2) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.40 to \$59.375,

(3) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.70 to \$60.00,

(4) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.85 to \$59.35,

(5) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.55 to \$59.30,

(6) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.25 to \$59.25

(7) and a single lot was sold at \$59.35, 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.50 to \$58.075,

(8) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.00 to \$58.2250,

(9) 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.

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.