

MONRO MUFFLER BRAKE INC

Form 4

May 27, 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)  
**05/26/2005**

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 <sup>(1)</sup>                                   | D                                                     |
| Common Stock                    | 05/26/2005                           | 05/26/2005                                         | S                              |                                                                   | 1,200  | D          | \$ 26.25                                                                                      | 877,828 <sup>(2)</sup>                                   | I                                                     |
| Common Stock                    | 05/26/2005                           | 05/26/2005                                         | S                              |                                                                   | 173    | D          | \$ 26.26                                                                                      | 877,655 <sup>(2)</sup>                                   | I                                                     |
| Common Stock                    | 05/26/2005                           | 05/26/2005                                         | S                              |                                                                   | 127    | D          | \$ 26.27                                                                                      | 877,528 <sup>(2)</sup>                                   | I                                                     |
|                                 | 05/26/2005                           | 05/26/2005                                         | S                              |                                                                   | 900    | D          |                                                                                               | 876,628 <sup>(2)</sup>                                   | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | Trustee <sup>(3)</sup>                                |

Edgar Filing: MONRO MUFFLER BRAKE INC - Form 4

|              |            |            |   |       |   |          |                        |   |                        |  |
|--------------|------------|------------|---|-------|---|----------|------------------------|---|------------------------|--|
| Common Stock |            |            |   |       |   | \$ 26.28 |                        |   |                        |  |
| Common Stock | 05/26/2005 | 05/26/2005 | S | 600   | D | \$ 26.3  | 876,028 <sup>(2)</sup> | I | Trustee <sup>(3)</sup> |  |
| Common Stock | 05/26/2005 | 05/26/2005 | S | 300   | D | \$ 26.35 | 875,728 <sup>(2)</sup> | I | Trustee <sup>(3)</sup> |  |
| Common Stock | 05/26/2005 | 05/26/2005 | S | 1,127 | D | \$ 26.4  | 874,601 <sup>(2)</sup> | I | Trustee <sup>(3)</sup> |  |
| Common Stock | 05/26/2005 | 05/26/2005 | S | 300   | D | \$ 26.43 | 874,301 <sup>(2)</sup> | I | Trustee <sup>(3)</sup> |  |
| Common Stock | 05/26/2005 | 05/26/2005 | S | 73    | D | \$ 26.45 | 874,228 <sup>(2)</sup> | I | Trustee <sup>(3)</sup> |  |
| Common Stock | 05/26/2005 | 05/26/2005 | S | 900   | D | \$ 26.5  | 873,328 <sup>(2)</sup> | I | Trustee <sup>(3)</sup> |  |

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 Reported 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<br>C/O PETER J SOLOMON COMPANY<br>520 MADISON AVENUE, 29TH FLOOR | X             | X         |         |       |

NEW YORK, NY 10022

## Signatures

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

05/27/2005

\_\_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).
  - (1) Includes 20,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 207,900 shares of Common Stock of the Issuer, 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.

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.