

MONRO MUFFLER BRAKE INC

Form 4

June 01, 2005

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 SECURITIESFiled 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 J2. 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)
05/27/2005☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)**C/O PETER J SOLOMON
COMPANY, 520 MADISON
AVENUE, 29TH FLOOR**

(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**NEW YORK, NY 10022**

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								434,201 ⁽¹⁾	D
Common Stock	05/27/2005	05/27/2005	S		1,169	D	\$ 26.75	872,159 ⁽²⁾	I
Common Stock	05/27/2005	05/27/2005	S		31	D	\$ 26.76	872,128 ⁽²⁾	I
Common Stock	05/27/2005	05/27/2005	S		1,300	D	\$ 26.85	870,828 ⁽²⁾	I
	05/27/2005	05/27/2005	S		500	D		870,328 ⁽²⁾	I

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Common Stock						\$ 26.86				
Common Stock	05/31/2005	05/31/2005	S	300	D	\$ 27.03	870,028 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	05/31/2005	05/31/2005	S	300	D	\$ 27.17	869,728 ⁽²⁾	I	Trustee ⁽³⁾	
Common Stock	05/31/2005	05/31/2005	S	300	D	\$ 27.39	869,428 ⁽²⁾	I	Trustee ⁽³⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
				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

06/01/2005

__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, and also includes options to purchase 31,911 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 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.

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