

MONRO MUFFLER BRAKE INC
Form 4
February 23, 2006

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

OMB APPROVAL

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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 *
DANZIGER FREDERICK M

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)

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

387 PARK AVENUE SOUTH 6TH FLOOR

02/21/2006

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10016-8899

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | | | | | 51,307 | D | |
| Common Stock | 02/21/2006 | 02/21/2006 | J ⁽¹⁾ | | \$ 6,428 | D | |
| Common Stock | 02/21/2006 | 02/21/2006 | M | | \$ 4,559 | A | |
| Common Stock | 02/21/2006 | 02/21/2006 | M | | \$ 4,559 | A | |
| Common Stock | 02/21/2006 | 02/21/2006 | M | | \$ 3,270 | A | |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|---|-------------------------------|
| Options (Right to buy) | \$ 12.82 | 02/21/2006 | 02/21/2006 | M | 4,559 | 08/06/2002 | 08/05/2012 | Common Stock | 4,559 |
| Option (Right to buy) | \$ 20.19 | 02/21/2006 | 02/21/2006 | M | 4,559 | 08/19/2003 | 08/18/2013 | Common Stock | 4,559 |
| Option (Right to buy) | \$ 22.86 | 02/21/2006 | 02/21/2006 | M | 3,270 | 08/10/2004 | 08/09/2014 | Common Stock | 3,270 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DANZIGER FREDERICK M 387 PARK AVENUE SOUTH 6TH FLOOR NEW YORK, NY 10016-8899 | | | | X |

Signatures

/s/ Frederick M. Danziger by Maureen E. Mulholland as POA for Frederick M. Danziger

02/23/2006

**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) As permitted pursuant to the terms of the Non-Employee Directors' Stock Option Plan, the reporting person delivered these securities to the Issuer in order to pay for the exercise of the options reported on Tables I and II. The securities were valued at the mean between the closing high bid (\$35.00) and low asked prices (\$35.08) for the Issuer's stock on February 21, 2006, the date on which the reporting person exercised the options.

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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