

MONRO MUFFLER BRAKE INC
 Form 4
 November 05, 2008

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/03/2008

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

(Street)
 NEW YORK, NY 10022

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

(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					550,575	D	
Common Stock	11/03/2008	11/03/2008	C	155,925 A (2)	550,575 (1)	D	
Common Stock	11/03/2008	11/03/2008	C	350,830 A (2)	777,793 (3) (4)	I	Trustee
Common Stock	11/03/2008	11/03/2008	S	68,016 D \$ 21.2654	709,777	I	Trustee
	11/04/2008	11/04/2008	S	64,881 D	644,896	I	Trustee

Common Stock \$ 20.9828

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

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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
Class C Preferred Stock	(2)	11/03/2008	11/03/2008	C	10,000	(2) (2)	Common Stock	155,925
Class C Preferred Stock	(2)	11/03/2008	11/03/2008	C	22,500	(2) (2)	Common Stock	350,830

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		

Signatures

/s/Peter J. Solomon by Maureen E. Mulholland as POA for Peter J. Solomon 11/05/2008

__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)

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On November 3, 2008, the reporting person elected to convert 10,000 shares of Class C Preferred Stock of the Issuer. As a result, reporting person's holdings now include 394,650 shares of the Issuer's Common Stock and 10,000 shares of Class C Preferred Stock of the Issuer, presently convertible into 155,925 shares of Common Stock of the Issuer.

- (2) Each share of Class C Preferred Stock converted into 15.5925 shares of Common Stock. The Class C Preferred Stock had no expiration date.

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.

- (3) On November 3, 2008, the trustees of the three trusts elected to convert an aggregate of 22,500 shares of Class C Preferred Stock.
- (4) Immediately following the conversion, the aggregate holdings of the trusts were 426,963 shares of the Issuer's Common Stock and 22,500 shares of Class C Preferred Stock, presently convertible into 350,830 shares of Common Stock of the Issuer.

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.