

MONRO MUFFLER BRAKE INC
Form 4
January 31, 2017

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 *
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)
01/27/2017

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock (Holdings)						396,826 ⁽¹⁾	D		
Common Stock (Holdings)						498,352 ⁽²⁾	I		
Common Stock	01/27/2017		C	91,754	A	\$ 59.1	498,352 ⁽³⁾	I	Trustee

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Class C Preferred Stock	(3)	01/27/2017	01/27/2017	C	3,923	(3) (3)	Common Stock	91,754

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLOMON PETER J 200 HOLLEDER PARKWAY ROCHESTER, NY 14615		X		

Signatures

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

01/31/2017

**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.

(2) 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, 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.

(3) On January 27 2017, the trustees of two of the trusts referenced in Footnote 2, above, elected to convert an aggregate of 3,923 shares of Class C Preferred Stock held in those trusts. Each share of Class C Preferred Stock converted into 23.3887 shares of Common Stock. The Class C Preferred Stock became exercisable immediately upon issuance and has no expiration date. Following the conversion the trusts hold 222,318 shares of the Issuer's Common Stock and 11,802 shares of Class C Preferred Stock, convertible into 276,034 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.

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