

MONRO MUFFLER BRAKE INC

Form 5

May 12, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SOLOMON PETER J

(Last) (First) (Middle)

200 HOLLEDER PARKWAY

(Street)

ROCHESTER, NY 14615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MONRO MUFFLER BRAKE INC
[MNRO]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
03/29/20144. 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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	05/23/2013	Â	S4	10,260	D	\$ 48.0004	569,099 <u>(1)</u>	D	Â
Common Stock	02/07/2014	Â	G	5,000	D	\$ 0	564,099 <u>(1)</u>	D	Â
Common Stock	02/07/2014	Â	G	6,000	D	\$ 0	671,351 <u>(2)</u>	I	Trustee
Common Stock	02/19/2014	Â	G	6,000	D	\$ 0	665,351 <u>(2)</u>	I	Trustee

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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. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(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 200 HOLLEDER PARKWAY ROCHESTER, NY 14615	Â X	Â	Â	Â

Signatures

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

05/06/2014

__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 of the Issuer presently convertible into 223,888 shares of the Common Stock of the Issuer.

(2) Includes 22,500 shares of Class C Preferred Stock of the Issuer presently convertible into 350,830 shares of Common Stock of the Issuer. These shares are held in trusts 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.