

MONRO MUFFLER BRAKE INC

Form 5

May 12, 2015

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**Check 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 \*  
BERENSON RICHARD A

(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)  
03/28/20154. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount<br>of Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| HOLDINGS                              | Â                                       | Â                                                           | Â                                       | Amount (A) or (D) Price                                                 | 22,259                                                                                                             | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 11/20/2014                              | Â                                                           | F4 <sup>(1)</sup>                       | 15,100 D \$ 52.15                                                       | 7,159                                                                                                              | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 11/20/2014                              | Â                                                           | M4                                      | 10,000 A \$ 35.18                                                       | 17,159                                                                                                             | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 11/20/2014                              | Â                                                           | M4                                      | 9,799 A \$ 44.46                                                        | 26,958                                                                                                             | D                                                                       | Â                                                                 |

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|              |            |   |                   |        |   |           |                       |   |   |
|--------------|------------|---|-------------------|--------|---|-----------|-----------------------|---|---|
| Common Stock | 12/04/2014 | Â | F4 <sup>(2)</sup> | 200    | D | \$ 55.05  | 26,758                | D | Â |
| Common Stock | 12/04/2014 | Â | M4                | 201    | A | \$ 44.46  | 26,959                | D | Â |
| Common Stock | 01/09/2015 | Â | F4 <sup>(3)</sup> | 11,450 | D | \$ 57     | 15,509                | D | Â |
| Common Stock | 01/09/2015 | Â | M4                | 10,260 | A | \$ 26.64  | 25,769                | D | Â |
| Common Stock | 01/09/2015 | Â | M4                | 10,000 | A | \$ 35.57  | 35,769                | D | Â |
| Common Stock | Â          | Â | Â                 | Â      | Â | Â         | 36,292 <sup>(4)</sup> | D | Â |
| Common Stock | 02/27/2015 | Â | S4                | 30,000 | D | \$ 63.902 | 6,292                 | D | Â |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                         |                            |
| Options (Right to Buy)                     | \$ 35.18                                               | 11/20/2014                           | Â                                                  | M4                             | Â 10,000                                                                                | 08/07/2012 08/06/2017                                    | Common Stock                                                  | 10,000                     |
| Options (Right to Buy)                     | \$ 44.46                                               | 11/20/2014                           | Â                                                  | M4                             | Â 9,799                                                                                 | 08/06/2013 08/05/2018                                    | Common Stock                                                  | 9,799                      |
| Options (Right to Buy)                     | \$ 44.46                                               | 12/04/2014                           | Â                                                  | M4                             | Â 201                                                                                   | 08/06/2013 08/05/2018                                    | Common Stock                                                  | 201                        |
| Options (Right to Buy)                     | \$ 26.64                                               | 01/09/2015                           | Â                                                  | M4                             | Â 10,260                                                                                | 08/10/2010 08/09/2015                                    | Common Stock                                                  | 10,260                     |
|                                            | \$ 35.57                                               | 01/09/2015                           | Â                                                  | M4                             | Â 10,000                                                                                | 08/09/2011 08/08/2016                                    |                                                               | 10,000                     |

Options  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| BERENSON RICHARD A<br>200 HOLLEDER PARKWAY<br>ROCHESTER, NY 14615 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Richard A. Berenson 05/12/2015

\_\_\_\_\_  
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 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of options reported on Tables I and II. The shares were valued at the closing price for the Issuer's stock on November 20, 2014, the date on which the reporting person exercised the options.

(2) As permitted pursuant to the terms of the 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of options reported on Tables I and II. The shares were valued at the closing price for the Issuer's stock on December 4, 2014, the date on which the reporting person exercised the options.

(3) As permitted pursuant to the terms of the 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of options reported on Tables I and II. The shares were valued at the closing price for the Issuer's stock on January 9, 2015, the date on which the reporting person exercised the options.

(4) Reporting Person identified a clerical error from February 2014, December 2014 and January 9, 2015 in which 72, 37 and 414, shares of the Issuer's stock were not reported in the number of securities beneficially owned. The Reporting Person has corrected the error with this filing.

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.