

MONRO MUFFLER BRAKE INC

Form 4

November 16, 2012

**FORM 4**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).

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Van Heel John W

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)

200 HOLLEDER PARKWAY

(Street)

ROCHESTER, NY 14615

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/14/2012

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

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price		
HOLDINGS								44,887	D
Common Stock	11/14/2012	11/14/2012	J		43,018 <u>(1)</u>	D	\$ 31.67	1,869	D
Common Stock	11/14/2012	11/14/2012	M		112,500	A	\$ 12.11	114,369	D
Common Stock	11/14/2012	11/14/2012	M		6,750	A	\$ 6.6	121,119	D
Common Stock	11/15/2012	11/15/2012	S		20,000 <u>(2)</u>	D	\$ 31.56	101,119	D
	11/16/2012	11/16/2012	S			D		88,419	D

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Common	12,700	\$
Stock	<u>(2)</u>	31.52

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Options (Right to buy)	\$ 12.11	11/14/2012	11/14/2012	M	112,500	01/10/2008 01/09/2013	Common Stock 112,500
Options (Right to buy)	\$ 6.6	11/14/2012	11/14/2012	M	6,750	05/15/2003 05/14/2013	Common Stock 6,750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Van Heel John W 200 HOLLEDER PARKWAY ROCHESTER, NY 14615	X Chief Executive Officer

## Signatures

/s/ John W. Van Heel 11/16/2012

\*\*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 112,500 Non-qualified stock options reported on Table I and II. The shares were valued at the closing price for the

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Issuer's stock on November 14, 2012, the date on which the reporting person delivered these shares and exercised the options.

- (2) The reporting person sold stock to pay taxes related to the exercise of options on November 14, 2012. The reporting person's holdings of the Issuer's stock increased by 43,532 shares as a result of the stock option exercises and related sales.

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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