

MONRO MUFFLER BRAKE INC
Form 4/A
April 08, 2009

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2009

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/06/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK					360,675 ⁽¹⁾	D	
Common Stock	02/05/2009	02/05/2009	S	100 ⁽²⁾ D \$ 24.6435	360,575 ⁽²⁾	D	
Common Stock	03/24/2009	03/24/2009	J ⁽³⁾	2,775 ⁽³⁾ A \$ 0 ⁽³⁾	455,568 ⁽³⁾ ⁽⁴⁾	I	Trustee

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

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (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
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

04/08/2009

__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) Reporting person's holdings include 204,750 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) Amendment to the filing made on February 6, 2009 that failed to report, due to a clerical error, the sale of 100 shares by the reporting person on February 5, 2009.
Amendment being made to correct clerical error in reporting person's previous filings that failed to report ownership of 2,775 aggregate shares of Common Stock of the Issuer held among three trusts, each for the benefit of one of the reporting person's three children. See footnote 4 of this filing for more details regarding such trusts.
- (3) Such shares of Common Stock of the Issuer (including 22,500 shares of Class C Preferred Stock presently convertible into 350,830 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

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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.

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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