

GROSS ROBERT G
Form 4
November 12, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GROSS ROBERT G

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2009

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

ROCHESTER, NY 14615

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 455,313 | D | |
| Common Stock | 11/10/2009 | 11/10/2009 | J ⁽¹⁾ | 91,000 D | \$ 31.25 364,313 | D | |
| Common Stock | 11/10/2009 | 11/10/2009 | M | 120,000 A | \$ 17.35 484,313 | D | |
| Common Stock | 11/12/2009 | 11/12/2009 | J ⁽²⁾ | 1,000 D | \$ 30.21 483,313 | D | |

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 Number of Shares |
| Stock Option (Right to Buy) | \$ 17.35 | 11/10/2009 | 11/10/2009 | M | 120,000 | 05/19/2005 | 05/18/2010 | Common Stock | 120,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS ROBERT G 200 HOLLEDER PARKWAY ROCHESTER, NY 14615 | X | | | CEO |

Signatures

/s/ Maureen E. Mulholland as POA for Robert G.
Gross

11/12/2009

**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) As permitted pursuant to the terms of the 1998 Employee Stock Option Plan, the reporting person delivered these securities to the Issuer in order to pay for the exercise of options reported on Tables 1 and II and certain personal tax obligations related to such exercise. The securities were valued at the average between the closing high \$31.97 and low \$30.52 sales prices for the Issuer's stock on November 10, 2009, the date on which the reporting person exercised the options and surrendered the shares.

(2) As permitted pursuant to the terms of the 1998 Employee Stock Option Plan, the reporting person delivered these securities to the Issuer in order to pay for the exercise of options reported on Tables 1 and II and certain personal tax obligations related to such exercise. The securities were valued at the average between the closing high \$30.61 and low \$29.80 sales prices for the Issuer's stock on November 12, 2009, the date on which the reporting person surrendered the shares.

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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