

MONRO MUFFLER BRAKE INC
Form 4
November 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2015

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
HOLDINGS					127,034	D	
Common Stock	11/17/2015		J		13,683 (1)	D	\$ 73.56
Common Stock	11/17/2015		M		11,250	A	\$ 16.3
Common Stock	11/17/2015		M		22,500	A	\$ 15.27
Common Stock	11/17/2015		M		18,000	A	\$ 26.64
	11/17/2015		S		5,400	D	159,701

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Common Stock						\$		
						73.67		
						<u>(2)</u> <u>(3)</u>		
Common Stock	11/18/2015		S	22,698	D	\$	73.51	137,003 D
						<u>(2)</u> <u>(4)</u>		
Common Stock	11/19/2015		S	6,902	D	\$	73.2	130,101 D
						<u>(2)</u> <u>(5)</u>		

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. Amount or Number of Shares
Options (Right to buy)	\$ 16.3	11/17/2015		M	2,812	05/18/2007 05/17/2016	Common Stock	2,812
Options (Right to buy)	\$ 16.3	11/17/2015		M	2,813	05/18/2008 05/17/2016	Common Stock	2,813
Options (Right to buy)	\$ 16.3	11/17/2015		M	2,812	05/18/2009 05/17/2016	Common Stock	2,812
Options (Right to buy)	\$ 16.3	11/17/2015		M	2,813	05/18/2010 05/17/2016	Common Stock	2,813
Options (Right to buy)	\$ 15.27	11/17/2015		M	5,625	10/09/2007 10/08/2016	Common Stock	5,625
	\$ 15.27	11/17/2015		M	5,625	10/09/2008 10/08/2016		5,625

Options (Right to buy)								Common Stock	
Options (Right to buy)	\$ 15.27	11/17/2015	M	5,625	10/09/2009	10/08/2016	Common Stock	5,625	\$
Options (Right to buy)	\$ 15.27	11/17/2015	M	5,625	10/09/2010	10/08/2016	Common Stock	5,625	\$
Options (Right to buy)	\$ 26.64	11/17/2015	M	4,500	08/10/2011	08/09/2016	Common Stock	4,500	\$
Options (Right to buy)	\$ 26.64	11/17/2015	M	4,500	08/10/2012	08/09/2016	Common Stock	4,500	\$
Options (Right to buy)	\$ 26.64	11/17/2015	M	4,500	08/10/2013	08/09/2016	Common Stock	4,500	\$
Options (Right to buy)	\$ 26.64	11/17/2015	M	4,500	08/10/2014	08/09/2016	Common Stock	4,500	\$

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

11/19/2015

**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 1998 Employee Incentive Stock Option Plan and the 2007 Stock Option Plan, the reporting person delivered these shares to the Issuer in order to pay for the exercise of 51,750 non-qualified stock options reported on Tables I and II that expire within the next 12 months. The shares were valued at the closing price for the Issuer's stock on November 17, 2015, the date on which the reporting person delivered these shares and exercised the options.

(2) The reporting person sold stock on November 17, 18 and 19, 2015, to pay taxes related to the exercise of options during the month. The reporting person's holdings of the Issuer's stock increased by 3,067 shares as a result of the stock option exercise and related sales reported on this form and increased by an aggregate of 22,671 shares as a result of all November activity.

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(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.50 to \$73.74, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price for the transactions being reported on this Form 4.

(4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.50 to \$73.67, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price for the transactions being reported on this Form 4.

(5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.20 to \$73.50, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price for the transactions being reported on this Form 4.

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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