

MONRO MUFFLER BRAKE INC
Form 4
February 17, 2017

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 *
Pickens Raymond L

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)
02/15/2017

____ Director
 Officer (give title below) _____ Other (specify below)
Divisional Vice President

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 | (D) | Price |
| HOLDINGS | | | | | 687 | D | |
| Common Stock | 02/15/2017 | 02/15/2017 | M | | 450 | A | \$ 18.05 |
| Common Stock | 02/16/2017 | 02/16/2017 | M | | 750 | A | \$ 39.03 |
| Common Stock | 02/16/2017 | 02/16/2017 | S | | 750 | D | \$ 57.205 |

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

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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. P |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Options (Right to Buy) | \$ 18.05 | 02/15/2017 | 02/15/2017 | M | | 225 | 05/20/2012 05/19/2019 | Common Stock | 225 |
| Options (Right to Buy) | \$ 18.05 | 02/15/2017 | 02/15/2017 | M | | 225 | 05/20/2013 05/19/2019 | Common Stock | 225 |
| Options (Right to Buy) | \$ 39.03 | 02/16/2017 | 02/16/2017 | M | | 187 | 05/15/2013 05/14/2018 | Common Stock | 187 |
| Options (Right to Buy) | \$ 39.03 | 02/16/2017 | 02/16/2017 | M | | 188 | 05/15/2014 05/14/2018 | Common Stock | 188 |
| Options (Right to Buy) | \$ 39.03 | 02/16/2017 | 02/16/2017 | M | | 187 | 05/15/2015 05/14/2018 | Common Stock | 187 |
| Options (Right to Buy) | \$ 39.03 | 02/16/2017 | 02/16/2017 | M | | 188 | 05/15/2016 05/14/2018 | Common Stock | 188 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pickens Raymond L 200 HOLLEDER PARKWAY ROCHESTER, NY 14615 | | | Divisional Vice President | |

Signatures

/s/ Raymond L.
Pickens

02/17/2017

__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).

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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