

GROSS ROBERT G
Form 4
August 18, 2011

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 *
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)
08/16/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
HOLDING					514,855	D	
Common Stock	08/16/2011	08/16/2011	M		562,500	A	\$ 15.2
Common Stock	08/16/2011	08/16/2011	J ⁽¹⁾		386,000	D	\$ 36.36
Common Stock	08/17/2011	08/17/2011	S		50,000 ⁽²⁾	D	\$ 37.0353
					691,355	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)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock	\$ 15.2	08/16/2011	08/16/2011	M	140,625	10/02/2007	10/01/2012	COMMON STOCK	140,625
Common Stock	\$ 15.2	08/16/2011	08/16/2011	M	140,625	10/02/2008	10/01/2012	COMMON STOCK	140,625
Common Stock	\$ 15.2	08/16/2011	08/16/2011	M	140,625	10/02/2009	10/01/2012	COMMON STOCK	140,625
Common Stock	\$ 15.2	08/16/2011	08/16/2011	M	140,625	10/02/2010	10/01/2012	COMMON STOCK	140,625

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. Mullholland as POA for Robert G. Gross 08/18/2011

__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 Incentive Stock Plan, the reporting person delivered these securities to the Issuer in order to pay for the exercise of options reported on Tables I and II and certain personal tax obligations related to such exercise. The securities were valued at the closing price for the Issuer's stock on August 16, 2011, the date on which the reporting person exercised the options and surrendered the shares.

(2) Proceeds from the sale of these shares will be used by the reporting person to pay for certain personal tax obligations related to the exercise of the stock options referenced above.

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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