

MONRO MUFFLER BRAKE INC
Form 4/A
February 18, 2015

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 *
TOMARCHIO JOSEPH JR

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)
01/29/2015

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

ROCHESTER, NY 14615

4. If Amendment, Date Original Filed (Month/Day/Year)
02/02/2015

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 | | | | | 33,846 | D | |
| Common Stock | 01/29/2015 | 01/29/2015 | S | | \$ 56.99 (1) | D | 20,800 |
| Common Stock | 01/29/2015 | 01/29/2015 | S | | \$ 57.43 (2) | D | 20,000 |
| Common Stock | 01/29/2015 | 01/29/2015 | M | | \$ 35.31 | D | 140,000 |
| Common Stock | 01/29/2015 | 01/29/2015 | S | | \$ 57 (3) | D | 126,691 |

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| | | | | | | | | |
|--------------|------------|------------|---|--------|---|-----------------|---------|---|
| Common Stock | 01/29/2015 | 01/29/2015 | S | 24,228 | D | \$ 57.97 (4) | 102,463 | D |
| Common Stock | 01/29/2015 | 01/29/2015 | S | 16,104 | D | \$ 58.54 (5) | 86,359 | D |
| Common Stock | 01/30/2015 | 01/30/2015 | S | 63,659 | D | \$ 58.12 (6) | 22,700 | D |
| Common Stock | 01/30/2015 | 01/30/2015 | S | 2,700 | D | \$ 58.62 (7) | 20,000 | D |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options (Right to Buy) | \$ 35.31 | 01/29/2015 | 01/29/2015 | M | 120,000 | 12/29/2011 | 12/29/2015 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOMARCHIO JOSEPH JR 200 HOLLEDER PARKWAY ROCHESTER, NY 14615 | | | Executive Vice President | |

Signatures

/s/ Joseph
Tomarchio Jr.

02/18/2015

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.41 to \$57.40, 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 (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (7).
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.41 to \$57.49, inclusive.
 - (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.42 to \$57.40, inclusive.
 - (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.42 to \$58.41, inclusive.
 - (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.42 to \$58.62, inclusive.
 - (6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.53 to \$58.49, inclusive.
 - (7) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.53 to \$58.77, inclusive.

Remarks:

This amendment is being filed to correct the following information reported in the Form 4 filed by the reporting person on 2/2/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.