

GROSS ROBERT G
Form 4
November 29, 2010

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)
11/24/2010

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					316,159	D	
COMMON STOCK	11/24/2010	11/24/2010	M		50,292	A	\$ 7.98
COMMON STOCK	11/24/2010	11/24/2010	M		9,708	A	\$ 7.98
COMMON STOCK	11/24/2010	11/24/2010	J ⁽¹⁾		32,922	D	\$ 48.55
					376,159	D	
					366,451	D	
					343,237	D	

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.98	11/24/2010	11/24/2010	M	50,292	11/14/2002 11/13/2012	COMMON STOCK	50,292	
Stock Option (Right to Buy)	\$ 7.98	11/24/2010	11/24/2010	M	9,708	11/14/2002 11/13/2012	COMMON STOCK	9,708	

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
 11/29/2010
 **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 I and II and certain personal tax obligations related to such exercise. The securities were valued at the average between the closing high \$49.10 and low \$48.00 sales prices for the Issuer's stock on November 24, 2010, the date on which the reporting person exercised the options and 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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