

GROSS ROBERT G
Form 4
October 27, 2008

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 *
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)
10/23/2008

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	(A) or (D)	Price
Common Stock					287,500	D	
Common Stock	10/23/2008	10/23/2008	J ⁽¹⁾		150,000	D	\$ 20.54 137,500
Common Stock	10/23/2008	10/23/2008	M		450,000	A	\$ 3.47 587,500
Common Stock	10/23/2008	10/23/2008	J ⁽¹⁾		89,825	D	\$ 20.54 497,675
Common Stock	10/23/2008	10/23/2008	S ⁽²⁾		11,429	D	\$ 20.6311 486,246

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Common Stock	10/24/2008	10/24/2008	S ⁽²⁾	14,157	D	\$ 20.0532	472,089	D
Common Stock	10/27/2008	10/27/2008	S ⁽²⁾	40,000	D	\$ 20.2618	432,089	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (Right to Buy)	\$ 3.47	10/23/2008	10/23/2008	M	450,000	12/01/1998 11/30/2008	Common Stock 450,000

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. Mulholland as POA for Robert G.
Gross

10/27/2008

__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 (\$21.34) and low (\$19.73) sales prices for the Issuer's stock on October 23,

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2008, the date on which the reporting person exercised the options.

- (2) In connection with exercise of expiring options, reporting person is selling shares primarily to pay for certain personal tax obligations related to such exercise.

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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