

MONRO MUFFLER BRAKE INC
 Form 4
 November 16, 2016

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 *
 Van Heel John W

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)
 11/14/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

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 or Price		
HOLDINGS					130,101	D	
Common Stock	11/14/2016		F		\$ 114,865 (1) 57.75	D	
Common Stock	11/14/2016		M		\$ 11,250 15.39	D	
Common Stock	11/14/2016		M		\$ 12,000 18.05	D	
Common Stock	11/14/2016		M		\$ 10,000 39.03	D	
	11/14/2016		M		174,000	A	
					222,486	D	

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Common Stock						\$ 33.64		
Common Stock	11/14/2016	F	46,369 (2)	D	\$ 57.75	176,117	D	
Common Stock	11/15/2016	F	71,599 (1)	D	\$ 59.2	104,518	D	
Common Stock	11/15/2016	M	126,000	A	\$ 33.64	230,518	D	
Common Stock	11/15/2016	F	28,055 (2)	D	\$ 59.2	202,463 (3)	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)	Amount or Number of Shares
Options (Right to buy)	\$ 15.39	11/14/2016		M	2,812	05/17/2008 05/16/2017	Common Stock	2,812
Options (Right to buy)	\$ 15.39	11/14/2016		M	2,813	05/17/2009 05/16/2017	Common Stock	2,813
Options (Right to buy)	\$ 15.39	11/14/2016		M	2,812	05/17/2010 05/16/2017	Common Stock	2,812
Options (Right to buy)	\$ 15.39	11/14/2016		M	2,813	05/17/2011 05/16/2017	Common Stock	2,813
Options (Right to buy)	\$ 18.05	11/14/2016		M	3,000	05/20/2010 05/19/2019	Common Stock	3,000

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Options (Right to buy)	\$ 18.05	11/14/2016	M	3,000	05/20/2011	05/19/2019	Common Stock	3,000
Options (Right to buy)	\$ 18.05	11/14/2016	M	3,000	05/20/2012	05/19/2019	Common Stock	3,000
Options (Right to buy)	\$ 18.05	11/14/2016	M	3,000	05/20/2013	05/19/2019	Common Stock	3,000
Options (Right to buy)	\$ 39.03	11/14/2016	M	2,500	05/15/2013	05/14/2018	Common Stock	2,500
Options (Right to buy)	\$ 39.03	11/14/2016	M	2,500	05/15/2014	05/14/2018	Common Stock	2,500
Options (Right to buy)	\$ 39.03	11/14/2016	M	2,500	05/15/2015	05/14/2018	Common Stock	2,500
Options (Right to buy)	\$ 39.03	11/14/2016	M	2,500	05/15/2016	05/14/2018	Common Stock	2,500
Options (Right to buy)	\$ 33.64	11/14/2016	M	43,500	10/01/2013	09/30/2018	Common Stock	43,500
Options (Right to buy)	\$ 33.64	11/14/2016	M	43,500	10/01/2014	09/30/2018	Common Stock	43,500
Options (Right to buy)	\$ 33.64	11/14/2016	M	43,500	10/01/2015	09/30/2018	Common Stock	43,500
Options (Right to buy)	\$ 33.64	11/14/2016	M	43,500	10/01/2016	09/30/2018	Common Stock	43,500
Options (Right to buy)	\$ 33.64	11/15/2016	M	31,500	10/01/2013	09/30/2018	Common Stock	43,500
Options (Right to buy)	\$ 33.64	11/15/2016	M	31,500	10/01/2014	09/30/2018	Common Stock	43,500
Options (Right to buy)	\$ 33.64	11/15/2016	M	31,500	10/01/2015	09/30/2018	Common Stock	43,500
Options (Right to	\$ 33.64	11/15/2016	M	31,500	10/01/2016	09/30/2018	Common Stock	43,500

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Heel John W 200 HOLLEDER PARKWAY ROCHESTER, NY 14615	X		Chief Executive Officer	

Signatures

/s/ John W. Van Heel
11/16/2016

**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 Incentive Stock Option Plan and the 2007 Stock Option Plan, the reporting person utilized his ownership of existing shares in order to exercise options to purchase 333,250 non-qualified stock options, which option exercises are being reported on Tables I and II. The shares were valued at the closing price, respectively, for the Issuer's stock on November 14, 2016 and November 15, 2016, the dates on which the reporting person exercised the options.
 - (2) As permitted pursuant to the terms of the 1998 Employee Incentive Stock Option Plan and the 2007 Stock Option Plan, the reporting person satisfied any requisite taxes incurred as a result of the option exercises being reported on Tables I and II of this Form 4 by the Issuer withholding shares otherwise deliverable from the exercise of the options.
 - (3) The reporting person's holdings of Monro stock increased by 72,362 shares as a result of these transactions, which were completed for purposes of estate and tax planning.

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.