



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

May 31, 2012

Via E-Mail

Brian Zuckerman
Senior Vice President and General Counsel
The Pep Boys – Manny, Moe & Jack
3111 West Allegheny Avenue
Philadelphia, Pennsylvania 19132

**Re: The Pep Boys – Manny, Moe & Jack
Preliminary Proxy Statement on Schedule 14A
Filed March 7, 2012
File No. 001-03381**

Dear Mr. Zuckerman:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Mara L. Ransom

Mara L. Ransom
Assistant Director