

MARCUS CORP
Form 4
February 28, 2006

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 *
Marcus Gregory S

(Last) (First) (Middle)

C/O THE MARCUS CORPORATION, 100 EAST WISCONSIN AVENUE, SUITE 1900

(Street)

MILWAUKEE, WI 532024125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARCUS CORP [MCS]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 13,806 | D | |
| Common Stock | | | | | 75 | I | As custodian <u>(1)</u> |
| Common Stock | | | | | 2,183 | I | By 401(k) Plan <u>(2)</u> |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|-------|-----|--|-----------------|---|-------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) (granted 6/26/96) | \$ 16.75 | 02/24/2006 | | D ⁽³⁾ | | 1,500 | | <u>(4)</u> | 06/26/2006 | Common Stock | 1,500 |
| Stock Option (right to buy) (granted 6/26/96) | \$ 11.7479 | 02/24/2006 | | A ⁽³⁾ | 2,139 | | | <u>(4)</u> | 06/26/2006 | Common Stock | 2,139 |
| Stock Option (right to buy) (6/26/97) | \$ 16.5 | 02/24/2006 | | D ⁽³⁾ | | 1,500 | | <u>(4)</u> | 06/26/2007 | Common Stock | 1,500 |
| Stock Option (right to buy) (granted 6/26/97) | \$ 11.5725 | 02/24/2006 | | A ⁽³⁾ | 2,139 | | | <u>(4)</u> | 06/26/2007 | Common Stock | 2,139 |
| Stock Option (right to buy) (granted 6/25/98) | \$ 16.9375 | 02/24/2006 | | D ⁽³⁾ | | 1,500 | | <u>(4)</u> | 06/25/2008 | Common Stock | 1,500 |
| Stock Option (right to buy) | \$ 11.8794 | 02/24/2006 | | A ⁽³⁾ | 2,139 | | | <u>(4)</u> | 06/25/2008 | Common Stock | 2,139 |

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| | | | | | | | | | |
|--|------------|------------|------------------|--------|------------|------------|-----------------|--------|--|
| buy) (granted 6/25/98) | | | | | | | | | |
| Stock Option (right to buy) (granted 6/30/99) | \$ 12.3125 | 02/24/2006 | D ⁽³⁾ | 3,500 | <u>(4)</u> | 06/30/2009 | Common Stock | 3,500 | |
| Stock Option (right to buy) (granted 6/30/99) | \$ 8.6356 | 02/24/2006 | A ⁽³⁾ | 4,990 | <u>(4)</u> | 06/30/2009 | Common Stock | 4,990 | |
| Stock Option (right to buy) (granted 6/28/00) | \$ 11.43 | 02/24/2006 | D ⁽³⁾ | 15,000 | <u>(4)</u> | 06/28/2010 | Common Stock | 15,000 | |
| Stock Option (right to buy) (granted 6/28/00) | \$ 8.0219 | 02/24/2006 | A ⁽³⁾ | 21,387 | <u>(4)</u> | 06/28/2010 | Common Stock | 21,387 | |
| Stock Option (right to buy) (granted 7/11/02) | \$ 15.55 | 02/24/2006 | D ⁽³⁾ | 25,000 | <u>(4)</u> | 07/11/2012 | Common Stock | 25,000 | |
| Stock Option (right to buy) (granted 7/11/02) | \$ 10.9062 | 02/24/2006 | A ⁽³⁾ | 35,645 | <u>(4)</u> | 07/11/2012 | Common Stock | 35,645 | |
| Stock Option (right to buy) (granted 9/8/03) | \$ 14.61 | 02/24/2006 | D ⁽³⁾ | 7,500 | <u>(4)</u> | 09/08/2013 | Common Stock | 7,500 | |
| Stock Option | \$ 10.2469 | 02/24/2006 | A ⁽³⁾ | 10,693 | <u>(4)</u> | 09/08/2013 | Common Stock | 10,693 | |

| | | | | | | | | |
|---|-----------------|------------|------------------|--------|------------|------------|--------------|---------|
| (right to buy) (granted 9/8/03) Stock Option (right to buy) (granted 8/18/04) | \$ 18.15 | 02/24/2006 | D ⁽³⁾ | 7,500 | <u>(4)</u> | 08/18/2014 | Common Stock | 7,500 |
| (right to buy) (granted 8/18/04) | \$ 12.7298 | 02/24/2006 | A ⁽³⁾ | 10,694 | <u>(4)</u> | 08/18/2014 | Common Stock | 10,694 |
| (right to buy) (granted 10/6/05) | \$ 20.06 | 02/24/2006 | D ⁽³⁾ | 10,000 | <u>(5)</u> | 10/06/2015 | Common Stock | 10,000 |
| (right to buy) (granted 10/6/05) | \$ 14.0694 | 02/24/2006 | A ⁽³⁾ | 14,258 | <u>(5)</u> | 10/06/2015 | Common Stock | 14,258 |
| Class B Common Stock | \$ 0 <u>(6)</u> | | | | <u>(7)</u> | <u>(8)</u> | Common Stock | 196,000 |
| Class B Common Stock | \$ 0 <u>(6)</u> | | | | <u>(7)</u> | <u>(8)</u> | Common Stock | 31,800 |
| Class B Common Stock | \$ 0 <u>(6)</u> | | | | <u>(7)</u> | <u>(8)</u> | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marcus Gregory S C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 | | | Senior Vice President | |

MILWAUKEE, WI 532024125

Signatures

By: Steven R. Barth,
Attorney-In-Fact

02/28/2006

__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 sole custodian of these shares held by the Alexandra Marcus U/WI/UTMA.

(2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.

(3) Involves an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. In connection with a special cash distribution paid to shareholders, the number of shares purchasable pursuant to the option and the exercise price payable upon exercise of the option were adjusted to reflect the effects of the cash distribution.

(4) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.

(5) The options vest and become exercisable as follows: 20% after 1st anniversary of the date of grant, 40% after 2nd anniversary; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.

(6) This security is convertible into common stock on a 1-for-1 basis at no cost.

(7) This security is immediately exercisable.

(8) No expiration date.

(9) As sole custodian of 13,900 Class B shares held by the Alexandra Marcus U/WI/UTMA, 13,900 Class B shares held by the Michael Marcus U/WI/UTMA, and 4,000 Class B shares held by the Samantha Marcus U/WI/UTMA.

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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