

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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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 *
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
__X_ Officer (give title below) ___ Other (specify
below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X_ 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		4. Securities Acquired (A) or Disposed of (D) (Instr. 8)	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)	(Instr. 3, 4 and 5)				
Common Stock			(A)	V	13,806	D		
Common Stock					75	I	As custodian (1)	
Common Stock					2,183	I	By 401(k) Plan (2)	

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)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy) (granted 6/26/96)	\$ 16.75	02/24/2006		<u>D</u> (3)			1,500	<u>(4)</u>	06/26/2006	Common Stock	1,5
Stock Option (right to buy) (granted 6/26/96)	\$ 11.7479	02/24/2006		<u>A</u> (3)			2,139	<u>(4)</u>	06/26/2006	Common Stock	2,1
Stock Option (right to buy) (6/26/97)	\$ 16.5	02/24/2006		<u>D</u> (3)			1,500	<u>(4)</u>	06/26/2007	Common Stock	1,5
Stock Option (right to buy) (granted 6/26/97)	\$ 11.5725	02/24/2006		<u>A</u> (3)			2,139	<u>(4)</u>	06/26/2007	Common Stock	2,1
Stock Option (right to buy) (granted 6/25/98)	\$ 16.9375	02/24/2006		<u>D</u> (3)			1,500	<u>(4)</u>	06/25/2008	Common Stock	1,5
Stock Option (right to	\$ 11.8794	02/24/2006		<u>A</u> (3)			2,139	<u>(4)</u>	06/25/2008	Common Stock	2,1

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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	(⁴)	06/30/2009	Common Stock	3,5
buy) (granted 6/30/99) Stock Option (right to buy) (granted 6/30/99)	\$ 8.6356	02/24/2006	A ⁽³⁾	4,990	(⁴)	06/30/2009	Common Stock	4,9
buy) (granted 6/28/00) Stock Option (right to buy) (granted 6/28/00)	\$ 11.43	02/24/2006	D ⁽³⁾	15,000	(⁴)	06/28/2010	Common Stock	15,0
buy) (granted 6/28/00) Stock Option (right to buy) (granted 6/28/00)	\$ 8.0219	02/24/2006	A ⁽³⁾	21,387	(⁴)	06/28/2010	Common Stock	21,3
buy) (granted 7/11/02) Stock Option (right to buy) (granted 7/11/02)	\$ 15.55	02/24/2006	D ⁽³⁾	25,000	(⁴)	07/11/2012	Common Stock	25,0
buy) (granted 7/11/02) Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062	02/24/2006	A ⁽³⁾	35,645	(⁴)	07/11/2012	Common Stock	35,6
buy) (granted 9/8/03) Stock Option (right to buy) (granted 9/8/03)	\$ 14.61	02/24/2006	D ⁽³⁾	7,500	(⁴)	09/08/2013	Common Stock	7,5
Stock Option	\$ 10.2469	02/24/2006	A ⁽³⁾	10,693	(⁴)	09/08/2013	Common Stock	10,6

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

Involves an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement

(3) 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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