

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 \*  
OTTO WILLIAM J

(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)  
Pres. & COO/Marcus Hotels, Inc

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					15,661	D	
Common Stock					1,484 <sup>(1)</sup>	I	By 401(k) Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 6/26/96)	\$ 16.75	02/24/2006		D <sup>(2)</sup>			4,500	<u>(3)</u>	06/26/2006	Common Stock	4,500
Stock Option (right to buy) (granted 6/26/96)	\$ 11.7479	02/24/2006		A <sup>(2)</sup>		6,416		<u>(3)</u>	06/26/2006	Common Stock	6,416
Stock Option (right to buy) (6/26/97)	\$ 16.5	02/24/2006		D <sup>(2)</sup>			4,500	<u>(3)</u>	06/26/2007	Common Stock	4,500
Stock Option (right to buy) (granted 6/26/97)	\$ 11.5725	02/24/2006		A <sup>(2)</sup>		6,416		<u>(3)</u>	06/26/2007	Common Stock	6,416
Stock Option (right to buy) (granted 6/25/98)	\$ 16.9375	02/24/2006		D <sup>(2)</sup>			4,500	<u>(3)</u>	06/25/2008	Common Stock	4,500
Stock Option (right to buy) (granted 6/25/98)	\$ 11.8794	02/24/2006		A <sup>(2)</sup>		6,416		<u>(3)</u>	06/25/2008	Common Stock	6,416
	\$ 14.05	02/24/2006		D <sup>(2)</sup>			3,000	<u>(3)</u>	07/12/2011		3,000

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Stock Option (right to buy) (granted 7/12/01)								Common Stock	
Stock Option (right to buy) (granted 7/12/01)	\$ 9.8542	02/24/2006	<u>A</u> (2)	4,277		<u>(3)</u>	07/12/2011	Common Stock	4,277
Stock Option (right to buy) (granted 7/11/02)	\$ 15.55	02/24/2006	<u>D</u> (2)		20,000	<u>(3)</u>	07/11/2012	Common Stock	20,000
Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062	02/24/2006	<u>A</u> (2)	28,516		<u>(3)</u>	07/11/2012	Common Stock	28,516
Stock Option (right to buy) (granted 9/8/03)	\$ 14.61	02/24/2006	<u>D</u> (2)		10,000	<u>(3)</u>	09/08/2013	Common Stock	10,000
Stock Option (right to buy) (granted 9/8/03)	\$ 10.2469	02/24/2006	<u>A</u> (2)	14,258		<u>(3)</u>	09/08/2013	Common Stock	14,258
Stock Option (right to buy) (granted 8/18/04)	\$ 18.15	02/24/2006	<u>D</u> (2)		10,000	<u>(3)</u>	08/18/2014	Common Stock	10,000
Stock Option (right to buy) (granted	\$ 12.7298	02/24/2006	<u>A</u> (2)	14,258		<u>(3)</u>	08/18/2014	Common Stock	14,258

