

PELOSE GEORGE D
Form 4
January 20, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to 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 *
PELOSE GEORGE D

2. Issuer Name and Ticker or Trading Symbol
MARLIN BUSINESS SERVICES CORP [MRLN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2006

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

C/O MARLIN BUSINESS SERVICES CORP., 300 FELLOWSHIP ROAD

(Street)

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

MOUNT LAUREL, NJ 08054

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/19/2006 | | M | 1,250 | A \$ 4.23 | 17,647 ⁽¹⁾ | D |
| Common Stock | 01/19/2006 | | S ⁽²⁾ | 1,250 | D \$ 22.81 | 16,397 ⁽¹⁾ | D |
| | | | | | ⁽³⁾ | | |

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

SEC 1474 (9-02)

number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 4.23 | 01/19/2006 | | M | 1,250 | 07/19/2003 ⁽⁴⁾ | 07/19/2009 | Common Stock | 37,800 |
| Option to Purchase Common Stock | \$ 5.01 | | | | | 07/27/2004 ⁽⁴⁾ | 07/27/2010 | Common Stock | 21,000 |
| Option to Purchase Common Stock | \$ 3.39 | | | | | 08/22/2005 ⁽⁴⁾ | 08/22/2011 | Common Stock | 7,000 |
| Option to Purchase Common Stock | \$ 10.18 | | | | | 10/04/2005 ⁽⁴⁾ | 10/04/2011 | Common Stock | 42,700 |
| Option to Purchase Common Stock | \$ 3.39 | | | | | 01/17/2006 ⁽⁴⁾ | 01/17/2012 | Common Stock | 28,000 |
| Option to Purchase Common Stock | \$ 3.39 | | | | | 01/13/2007 ⁽⁴⁾ | 01/13/2013 | Common Stock | 7,000 |
| Option to Purchase Common Stock | \$ 10.18 | | | | | 01/13/2007 ⁽⁴⁾ | 01/13/2013 | Common Stock | 6,055 |
| Option to Purchase Common Stock | \$ 14 | | | | | 11/11/2007 ⁽⁴⁾ | 11/10/2013 | Common Stock | 10,000 |

Stock

Option to
Purchase
Common
Stock

\$ 18.8

01/29/2012⁽⁶⁾ 01/28/2014

Common
Stock

12,500

Option to
Purchase
Common
Stock

\$ 17.52

01/11/2009⁽⁴⁾ 01/10/2012

Common
Stock

9,246

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PELOSE GEORGE D
C/O MARLIN BUSINESS SERVICES CORP.
300 FELLOWSHIP ROAD
MOUNT LAUREL, NJ 08054

Senior Vice President

Signatures

/s/ George D.
Pelose

01/20/2006

**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) Includes a total of 13,316 shares of restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.
- (2) The sale of shares of Marlin Business Services Corp. on this Form 4 was executed pursuant to a written plan adopted by the reporting person on May 26, 2005, that is intended to comply with Rule 10b5-1(c) of the Securities and Exchange Act of 1934.
- (3) Represents average net sales price per share.
- (4) Date listed is the date of full vesting. Each grants vests 25% per year beginning on the first anniversary of the date of grant.
- (5) N/A
- (6) Date listed is date of scheduled full vesting. This grant vests over an eight year period at the following annual increments: 2.5% in first year; 5.0% in second year; 7.5% in third year; 10.0% in fourth year; 15.0% in fifth year; and 20.0% in each of the sixth, seventh and eighth years. Vesting can be accelerated upon the reporting person's achievement of certain performance goals set forth in the grant instrument.

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.