

WILSON LOYAL W
Form 4
May 31, 2005

FORM 4

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

OMB APPROVAL

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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 *
WILSON LOYAL W

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)
05/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PRIMUS VENTURE PARTNERS, INC., 5900 LANDERBROOK DR, STE 200

(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

CLEVELAND, OH 44124

(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 Indirect Ownership (Instr. 4)
Common Stock	05/26/2005		A	(A) or (D) Amount 1,365 (1)	(2) 1,365	D	Shares directly owned by
Common Stock					1,905,612 (3)	I	Primus Capital Fund IV Limited Partnership (3)

Common Stock	79,401 ⁽³⁾	I	Shares directly owned by Primus Executive Fund Limited Partnership <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Options to Purchase Common Stock	\$ 19.78	05/26/2005		A	1,161	05/26/2006 ⁽⁴⁾ 05/25/2012	Common Stock	1,161
Options to Purchase Common Stock	\$ 16.01					05/26/2005 ⁽⁵⁾ 05/25/2014	Common Stock	1,500
Options to Purchase Common Stock	\$ 14					11/11/2007 ⁽⁶⁾ 11/10/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON LOYAL W C/O PRIMUS VENTURE PARTNERS, INC. 5900 LANDERBROOK DR, STE 200 CLEVELAND, OH 44124	X	X		

Signatures

Loyal W.
Wilson 05/31/2005

**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) Represents grant of restricted stock as part of the Company's Director compensation plan. The restrictions on these shares shall lapse upon the earlier of (i) seven years from the grant date and (ii) six months following the Director's termination of Board service.
- (2) N/A
- (3) Mr. Wilson shares voting power and investment power with respect to the shares with four other officers of Primus Venture Partners IV, Inc. Mr. Wilson disclaims beneficial ownership of the shares held by Primus Capital Fund IV Limited Partnership and by Primus Executive Fund Limited Partnership except to the extent of his pecuniary interest therein.
- (4) Grant of options pursuant to the Company's Director compensation plan. Date listed is the date of full vesting (which is one year from the date of grant). The options cliff vest on the first anniversary of the grant date.
- (5) Grant of options pursuant to the Company's Director compensation plan. Date listed is the date of full vesting (which is one year from the date of the grant). The grant vests in equal quarterly installments over the one year vesting period. The date of the grant was May 26, 2004.
- (6) Date listed is the date of full vesting. The grant vests 25% per year beginning on the first anniversary of the date of the grant. The date of the grant was November 11, 2003.

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.