MARCUS CORP Form 4 May 25, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARCUS STEPHEN H Issuer Symbol MARCUS CORP [MCS] (Last) (First) (Middle)

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year) 05/24/2006

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

President, Chairman and CEO

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

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

MILWAUKEE, WI 532024125

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	ities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/24/2006		S	200	D	\$ 17.57	146,578	I	As trustee
Common Stock	05/24/2006		S	200	D	\$ 17.58	146,378	I	As trustee
Common Stock	05/24/2006		S	200	D	\$ 17.59	146,178	I	As trustee
Common Stock	05/24/2006		S	400	D	\$ 17.6	145,778	I	As trustee
	05/24/2006		S	400	D		145,378	I	As trustee

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Common Stock					\$ 17.63			
Common Stock	05/24/2006	S	200	D	\$ 17.65	145,178	I	As trustee
Common Stock	05/24/2006	S	100	D	\$ 17.66	145,078	I	As trustee
Common Stock	05/24/2006	S	100	D	\$ 17.67	144,978	I	As trustee
Common Stock	05/24/2006	S	200	D	\$ 17.7	144,778	I	As trustee
Common Stock	05/24/2006	S	400	D	\$ 17.73	144,378	I	As trustee
Common Stock	05/24/2006	S	100	D	\$ 17.74	144,278	I	As trustee
Common Stock	05/24/2006	S	600	D	\$ 17.75	143,678	I	As trustee
Common Stock	05/24/2006	S	400	D	\$ 17.76	143,278	I	As trustee
Common Stock	05/24/2006	S	800	D	\$ 17.78	142,478	I	As trustee
Common Stock	05/24/2006	S	300	D	\$ 17.79	142,178	I	As trustee
Common Stock	05/24/2006	S	700	D	\$ 17.8	141,478	I	As trustee
Common Stock	05/24/2006	S	500	D	\$ 17.82	140,978	I	As trustee
Common Stock	05/24/2006	S	100	D	\$ 17.86	140,878	I	As trustee
Common Stock	05/24/2006	S	200	D	\$ 17.88	140,678	I	As trustee
Common Stock	05/24/2006	S	1,100	D	\$ 17.9	139,578	I	As trustee
Common Stock	05/24/2006	S	2,700	D	\$ 17.91	136,878	I	As trustee
Common Stock	05/24/2006	S	400	D	\$ 17.92	136,478	I	As trustee
Common Stock	05/24/2006	S	200	D	\$ 17.93	136,278	I	As trustee
Common Stock	05/24/2006	S	400	D	\$ 17.94	135,878	I	As trustee
						700	I	

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Common Stock			As co-trustee (1)
Common Stock	21,895	I	By Marcus Family Holdings LLC
Common Stock	54,096	I	By wife and self as trustees
Common Stock	6,003	I	Trustee for Ida Lowe Family Trust

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

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SEC 1474 (9-02)

> 8. Prio Deriv Secur (Instr.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Class B Common Stock	\$ 0 (2)					(3)	<u>(4)</u>	Common Stock	8,693
Class B Common Stock	\$ 0 (2)					(3)	<u>(4)</u>	Common Stock	12,783
Class B Common Stock	\$ 0 (2)					(3)	<u>(4)</u>	Common Stock	665,060
Class B Common	\$ 0 (2)					(3)	<u>(4)</u>	Common Stock	2,689,812

Stock

Class B Common Stock	\$ 0 <u>(2)</u>	(3)	<u>(4)</u>	Common Stock	50,845
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(3)</u>	<u>(4)</u>	Common Stock	1,225
Class B Common Stock	\$ 0 <u>(2)</u>	(3)	<u>(4)</u>	Common Stock	652,179
Class B Common Stock	\$ 0 <u>(2)</u>	(3)	<u>(4)</u>	Common Stock	625,920

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARCUS STEPHEN H C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125	X	X	President, Chairman and CEO				

Signatures

By: Tracy L. Haas, Attorney-In-Fact 05/25/2006

**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 co-trustee with sister of the shares held by the Ben Marcus Life Trust.
- (2) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (3) This security is immediately exercisable.
- (4) No expiration date.
- (5) As co-trustee with sister of the shares held by the Ben Marcus and Celia Marcus 1992 Revocable Trust.
- (6) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Stephen H. Marcus.

Remarks:

This is the second of four Form 4s reporting transactions on May 24, 2006.

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.

Reporting Owners 4