**MARCUS CORP** Form 4 May 31, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* MARCUS STEPHEN H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

MARCUS CORP [MCS]

(Check all applicable)

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

1900

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

05/26/2006

\_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)	(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. Transactic Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Beneficial Ownership (Instr. 4)	
Common Stock	05/26/2006		S	7,500	D	\$ 17.55	104,278	I	As trustee	
Common Stock	05/26/2006		S	100	D	\$ 17.56	104,178	I	As trustee	
Common Stock	05/26/2006		S	100	D	\$ 17.57	104,078	I	As trustee	
Common Stock	05/26/2006		S	500	D	\$ 17.58	103,578	I	As trustee	
	05/26/2006		S	400	D		103,178	I	As trustee	

Common Stock					\$ 17.59			
Common Stock	05/26/2006	S	100	D	\$ 17.61	103,078	I	As trustee
Common Stock	05/26/2006	S	200	D	\$ 17.62	102,878	I	As trustee
Common Stock	05/26/2006	S	700	D	\$ 17.63	102,178	I	As trustee
Common Stock	05/26/2006	S	400	D	\$ 17.64	101,778	I	As trustee
Common Stock	05/26/2006	S	1,000	D	\$ 17.65	100,778	I	As trustee
Common Stock	05/26/2006	S	1,000	D	\$ 17.66	99,778	I	As trustee
Common Stock	05/26/2006	S	1,000	D	\$ 17.68	98,778	I	As trustee
Common Stock	05/26/2006	S	1,500	D	\$ 17.69	97,278	I	As trustee
Common Stock	05/26/2006	S	1,800	D	\$ 17.7	95,478	I	As trustee
Common Stock	05/26/2006	S	100	D	\$ 17.71	95,378	I	As trustee
Common Stock	05/26/2006	S	800	D	\$ 17.73	94,578	I	As trustee
Common Stock	05/26/2006	S	300	D	\$ 17.74	94,278	I	As trustee
Common Stock	05/26/2006	S	900	D	\$ 17.75	93,378	I	As trustee
Common Stock	05/26/2006	S	200	D	\$ 17.76	93,178	I	As trustee
Common Stock	05/26/2006	S	500	D	\$ 17.77	92,678	I	As trustee
Common Stock	05/26/2006	S	500	D	\$ 17.78	92,178	I	As trustee
Common Stock	05/26/2006	S	300	D	\$ 17.79	91,878	I	As trustee
Common Stock	05/26/2006	S	6,200	D	\$ 17.8	85,678	I	As trustee
Common Stock	05/26/2006	S	200	D	\$ 17.81	85,478	I	As trustee
	05/26/2006	S	1,000	D		84,478	I	As trustee

Common Stock					\$ 17.82			
Common Stock	05/26/2006	S	800	D	\$ 17.83	83,678	I	As trustee
Common Stock						700	I	As co-trustee (1)
Common Stock						21,895	I	By Marcus Family Holdings LLC
Common Stock						8,096	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.  Persons who respond to the collection of SEC 1474								

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.

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. 6. Date Exercisable and on Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Secur (Instr.
				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	665,060	
Class B Common Stock	\$ 0 (2)					<u>(3)</u>	<u>(4)</u>	Common Stock	2,689,812	

(9-02)

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
Class B Common Stock	\$ 0 <u>(2)</u>	(3)	<u>(4)</u>	Common Stock	8,693
Class B Common Stock	\$ 0 <u>(2)</u>	(3)	<u>(4)</u>	Common Stock	12,783

# **Reporting Owners**

Reporting Owner Name / Address				
1	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 05/31/2006

\*\*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.

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#### **Remarks:**

This is the first of two Form 4s reporting transactions on May 26, 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.