MARCUS CORP Form 4 June 01, 2006

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARCUS STEPHEN H			2. Issuer Name and Ticker or Trading Symbol MARCUS CORP [MCS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O THE MA CORPORAT WISCONSIN 1900	TON, 100 E		3. Date of Earliest Transaction (Month/Day/Year) 05/31/2006	X DirectorX 10% OwnerX Officer (give title Other (specify below) President, Chairman and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

Filed(Month/Day/Year)

MILWAUKEE, WI 532024125

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

							reison		
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities 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. Transactic Code (Instr. 8)	4. Securi or(A) or D (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	05/31/2006		S	300	D	\$ 17.17	32,378	I	As trustee
Common Stock	05/31/2006		S	700	D	\$ 17.18	31,678	I	As trustee
Common Stock	05/31/2006		S	200	D	\$ 17.19	31,478	I	As trustee
Common Stock	05/31/2006		S	2,478	D	\$ 17.2	29,000	I	As trustee
	05/31/2006		S	1,300	D		27,700	I	As trustee

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Common Stock					\$ 17.21			
Common Stock	05/31/2006	S	300	D	\$ 17.22	27,400	I	As trustee
Common Stock	05/31/2006	S	300	D	\$ 17.23	27,100	I	As trustee
Common Stock	05/31/2006	S	200	D	\$ 17.24	26,900	I	As trustee
Common Stock	05/31/2006	S	1,000	D	\$ 17.25	25,900	I	As trustee
Common Stock	05/31/2006	S	500	D	\$ 17.26	25,400	I	As trustee
Common Stock	05/31/2006	S	400	D	\$ 17.27	25,000	I	As trustee
Common Stock	05/31/2006	S	600	D	\$ 17.28	24,400	I	As trustee
Common Stock	05/31/2006	S	200	D	\$ 17.29	24,200	I	As trustee
Common Stock	05/31/2006	S	100	D	\$ 17.3	24,100	I	As trustee
Common Stock	05/31/2006	S	400	D	\$ 17.31	23,700	I	As trustee
Common Stock	05/31/2006	S	600	D	\$ 17.32	23,100	I	As trustee
Common Stock	05/31/2006	S	300	D	\$ 17.33	22,800	I	As trustee
Common Stock	05/31/2006	S	300	D	\$ 17.34	22,500	I	As trustee
Common Stock	05/31/2006	S	200	D	\$ 17.35	22,300	I	As trustee
Common Stock	05/31/2006	S	900	D	\$ 17.36	21,400	I	As trustee
Common Stock	05/31/2006	S	300	D	\$ 17.37	21,100	I	As trustee
Common Stock	05/31/2006	S	300	D	\$ 17.38	20,800	I	As trustee
Common Stock	05/31/2006	S	300	D	\$ 17.39	20,500	I	As trustee
Common Stock	05/31/2006	S	27	D	\$ 17.38	0	I	By wife and self as trustees

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Common Stock	700	I	As co-trustee (1)
Common Stock	21,895	I	By Marcus Family Holdings LLC
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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

8. Pri 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)		ate	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	625,920
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)					<u>(3)</u>	<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

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 06/01/2006

**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 first of three Form 4s reporting transactions on May 31, 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.

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