**MARCUS CORP** Form 4

# FORM 4

June 19, 2006

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

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 OTTO WILLIAM J Issuer Symbol MARCUS CORP [MCS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction

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

(Street)

(State)

(Zin)

(Month/Day/Year)

06/15/2006

Director 10% Owner Other (specify X\_ Officer (give title

below)

Pres. & COO/Marcus Hotels, Inc

1900

(City)

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) Tab   | le I - Non-                            | Derivativ                         | e Secu                       | rities Acqui  | red, Disposed of,  | or Beneficial  | ly Owned  |
|--------------------------------------|---|---|--|-----------------------------------|------------------------------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securionor Dispo<br>(Instr. 3, | sed of<br>4 and<br>(A)<br>or | ` ′           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 06/15/2006                              |   | M                                      | 6,416                             | A                            | \$<br>11.7479 | 22,077   | D  |   |
| Common<br>Stock                      | 06/15/2006                              |   | F                                      | 4,099                             | D                            | \$ 18.39      | 17,978   | D  |   |
| Common<br>Stock                      |   |   |  |                                   |                              |               | 2,279 (1)  | I  | By 401(k)<br>Plan                                     |

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 (9-02)

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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<br>Derivative<br>Security<br>(Instr. 3)          | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | Sec<br>Ac<br>(A)<br>Dis<br>(D) | oposed of str. 3, 4, | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>6/26/96) | \$ 11.7479  | 06/15/2006                           |   | М                                     |                                | 6,416                | <u>(2)</u>   | 06/26/2006         | Common<br>Stock   | 6,416                               |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>6/26/97) | \$ 11.5725  |                                      |   |                                       |                                |                      | <u>(2)</u>   | 06/26/2007         | Common<br>Stock   | 6,416                               |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>6/25/98) | \$ 11.8794  |                                      |   |                                       |                                |                      | <u>(2)</u>   | 06/25/2008         | Common<br>Stock   | 6,416                               |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>7/12/01) | \$ 9.8542   |                                      |   |                                       |                                |                      | <u>(2)</u>   | 07/12/2011         | Common<br>Stock   | 4,277                               |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>7/11/02) | \$ 10.9062  |                                      |   |                                       |                                |                      | (2)  | 07/11/2012         | Common<br>Stock   | 28,516                              |

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| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>9/8/03)  | \$ 10.2469 | (2) | 09/08/2013 | Common<br>Stock | 14,258 |
|--|------------|-----|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>8/18/04) | \$ 12.7298 | (2) | 08/18/2014 | Common<br>Stock | 14,258 |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>10/6/05) | \$ 14.0694 | (2) | 10/06/2015 | Common<br>Stock | 14,258 |

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OTTO WILLIAM J C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125

Pres. & COO/Marcus Hotels, Inc

# **Signatures**

By: Tracy L. Haas, Attorney-In-Fact 06/19/2006

\*\*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) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (2) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.

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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